

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Nickelson Plastics, Inc.,
Debtor.

BKY 03-44930

Chapter 11 Case

**NOTICE OF HEARING AND APPLICATION FOR ALLOWANCE
OF FEES AND EXPENSES FOR ATTORNEY FOR DEBTOR**

TO: The entities specified in Local Rules 2016-1 and 9013-3.

1. Henson & Efron hereby makes application for allowance of fees and reimbursement of costs and gives notice of hearing herewith.
2. The Court will hold a hearing on this Application at 1:30 p.m. on February 18, 2004 or as soon thereafter as counsel may be heard, in Courtroom No. 7 West, United States Bankruptcy Court, 300 South Fourth Street, Minneapolis, Minnesota.
3. Any response to this Application must be filed and delivered not later than February 11, 2003, which is seven days prior to the time set for hearing (including Saturdays, Sundays and holidays), or filed and served by mail not later than February 8, 2004, which is ten days before the date set for the hearing (including Saturdays, Sundays and holidays). **UNLESS A RESPONSE OPPOSING THE APPLICATION IS TIMELY FILED, THE COURT MAY GRANT THE APPLICATION WITHOUT A HEARING.**
4. The Court has jurisdiction over this Application under 28 U.S.C. §§ 157 and 1334 and Fed. R. Bankr. P. 5005. This is a core proceeding. The petition commencing this bankruptcy case was filed on July 9, 2003 ("Filing Date"). The case is now pending in this Court.

5. This Application arises under 11 U.S.C. §§ 330. This Application is filed under Fed. R. Bankr. P. 2016 and Local Rule 2016-1. Applicant requests allowance of compensation for professional services rendered and for reimbursement of expenses.

6. By Order dated July 11, 2003, Kampf & Associates, P.A. was authorized to render services to the Debtor in this case. A copy of that Order is attached as Exhibit A. Kampf & Associates, P.A. merged with Henson & Efron, P.A. The Debtor has filed or will file a Supplemental Application to Employ Henson & Efron, P.A. as counsel of record. Where applicable, reference to "Applicant" includes both Henson & Efron, P.A. and Kampf & Associates, P.A.

7. The Debtor paid a retainer in the aggregate amount of \$10,000.00 on July 9, 2003. Reductions from that retainer were as follows (the dates stated below are the dates the draws were posted):

| | | |
|----------|-------------------------------------|-------------------|
| Retainer | | \$10,000.00 |
| 10/15/03 | Draw to pay pre-petition invoice(s) | <u>(2,735.50)</u> |
| | Subtotal | \$ 7,264.50 |

8. To the best of Applicant's knowledge, there are no allowed administrative expenses, other than Applicant's fees and expenses requested herein as of the date of this application; Debtor has incurred fees and expenses of special counsel and an accountant but such fees and expenses have not yet been allowed by the Court. To the best of Applicant's knowledge, these and other professionals (e.g., counsel for Committee) may be asserting claims for allowance of fees and costs.

9. To the best of Applicant's knowledge, Debtor is making all payments on post petition obligations as they become due and is not in arrears on any of its post petition obligations at this time.

10. To the best of Applicant's knowledge, all quarterly fees have been paid as required to the United States Trustee and all monthly operating reports have been filed by the Debtor.

11. The status of the Debtor's Chapter 11 case, including the filing of the Debtor's plan of reorganization is as follows: Plan was confirmed on December 18, 2003.

12. Applicant has incurred fees for services rendered to the Debtor and has incurred costs for expenses to be reimbursed by the Debtor and/or for costs advanced on behalf of the Debtor.

13. From July 9, 2003 through December 16, 2003 ("Application Period"), Applicant has incurred fees and expenses each month or partial month as follows:

| <u>Month</u> | <u>Fees</u> | <u>Costs</u> | <u>Total</u> |
|-----------------|---------------------------|--------------------|---------------------|
| July | \$ 22,611.00 ¹ | \$ 1,010.89 | \$ 23,621.89 |
| August | \$ 35,709.50 | \$ 5.00 | \$ 35,714.50 |
| Sep - Oct 15 | \$ 17,719.00 | \$ 1,472.65 | \$ 19,191.65 |
| October 15 - 31 | \$ 2,431.00 | \$ 4.94 | \$ 2,435.94 |
| November | \$ 14,010.50 | \$ 1,182.45 | \$ 15,192.95 |
| December | \$ 8,496.00 | \$ 874.24 | \$ 9,370.24 |
| <i>Total:</i> | <i>\$100,977.00</i> | <i>\$ 4,550.17</i> | <i>\$105,527.17</i> |

Applicant requests allowance in the total amount of fees and costs set forth above ("Requested Fees and Expenses.") A summary of the services performed, by category and by timekeeper, and of the hourly rates for the people performing the services is provided in Exhibit B. A statement of the detailed time entries, grouped by category, is attached as Exhibit C.

¹ The invoice attached in Exhibit C shows total fees at \$23,437.00. The actual fees per the sum of the fees in each of the categories in the invoice is \$22,611.00. The reason for the discrepancy between the two cannot be ascertained. Applicant requests allowance of the lower amount.

14. During the Application Period, Applicant rendered professional services in the following categories as further described below:

Petition and Schedules

\$ 6,490.00

Services in this category include preparing Petition and Schedules; reviewing documents in preparation of, and attending the meeting of creditors.

Cash Collateral and Financing

\$ 9,279.00

Services in this category include assistance with cash collateral issues, drafting of cash collateral motion and stipulation, attendance at court for cash collateral hearing, numerous telephone calls on financial issues and review and revision of cash flow numbers and projections.

**Executory Contract and Leases; and
Use, Sale and Lease of Property**

\$ 8,600.50

Services in this category include matters pertaining to existing contracts and leases, analysis regarding same and telephone calls regarding the same, and matters pertaining to the sales of assets.

Applications to Employ and Fee Applications

\$ 1,115.00

Services include preparation of application to employ accountants and consultant; correspondence related to the same; preparation and attendance at court hearings on applications to employ; and review of issues surrounding proposed consultant. All services were necessary for Debtor's effective reorganization and were performed on behalf of debtor.

**Creditor Calls, Negotiations and
Claims Administration**

\$ 10, 832.00

Services in this category include numerous telephone conferences and correspondence with creditors.

General

\$ 12,039.50

Services in this matter include telephone conferences and meetings on general case matters, file review, US Trustee reporting issues, and other administration matters. All services were necessary for Debtor's effective reorganization and were performed on behalf of debtor.

Lift Stay/Motions

\$ 9,554.00

Services in this category include review of issues related to Ratner/Lakeside and Bremer Bank and motions related to same.

Plan and Disclosure

\$ 43,607.00

Services include drafting of plan and disclosure statement and numerous telephone calls to client gathering information for same as well as telephone conferences with client and other parties; arranging for service of plan and disclosure statement; and telephone calls with creditors and interested parties regarding the plan and disclosure. All services were necessary for Debtor's effective reorganization and were performed on behalf of debtor.

15. In addition, Applicant has incurred actual and necessary expenses during the Application Period for which it has not been reimbursed in the total amount of \$4,550.17. A summary of the expenses is set forth in Exhibit B. The Applicant charges a unit cost of \$.20 per page for copying costs.

16. Applicant has not made any prior request for allowance of fees and costs.

17. Pursuant to the procedure provided for in Instruction 8(c) of the Instructions for Filing a Chapter 11 Case, adopted by the Court effective January 27, 2003, the Debtor made certain payments to Applicant during the Chapter 11 case¹. The payments made resulted in an outstanding unpaid balance of \$41,772.00 in fees and costs, as of December 16, 2003, of the Requested Fees and Costs.

18. The Debtor has received copies of the invoices underlying this Application and this Application has been provided to the Debtor for its review.

19. All services for which compensation is requested by Applicant were performed for and on behalf of the Debtor and not on behalf of any committee, creditor or other person.

20. The Requested Fees and Expenses constitute reasonable compensation for actual necessary services rendered by Applicant based on the nature, the extent and the value of such services, the time spent on such services and the cost of comparable services other than in a case under Title 11, and constitute reasonable expenses incurred on behalf of the Debtor.

21. Applicant has not entered into any agreement, express or implied, with any other party in interest including debtors, any creditor, receiver, trustee or any representative of any of them, or with any attorneys for such party in interest in the proceedings, for the purpose of fixing fees or other compensation to be paid to such party in interest in the proceedings for services rendered or expenses incurred in connection therewith from the assets of the estate in excess of the compensation allowed by law.

WHEREFORE, Applicant respectfully requests that the Court enter its Order:

- (1) Allowing compensation to Henson & Efron, P.A. in the amount of the Requested Fees and Expenses;
- (2) Authorizing Henson & Efron, P.A. to apply its retainer in payment of the fees and expenses allowed hereunder;
- (3) Authorizing and directing the Debtor to remit, after application of the retainer as provided for in Term 2 above and taking into account prior payments, the outstanding balance of the fees and expenses allowed Henson & Efron, P.A.; and
- (4) Granting any other relief the Court deems just and proper.

HENSON & EFRON, P.A.

Dated: January 12, 2004

/e/ William I. Kampf
William I. Kampf (#53387)
Mary L. Cox (#176552)
220 South Sixth Street, Ste 1800
Minneapolis, MN 55402
Telephone: 612-339-2500

VERIFICATION

I, William I. Kampf, of Henson & Efron, P.A., the Applicant named in the foregoing Notice of Hearing and Application, declare under penalty of perjury that the foregoing is true and correct according to the best of my knowledge, information, and belief.

Dated: January 12, 2004

/e/ William I. Kampf

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Nickelson Plastics, Inc.,
Debtor.

Case No. BKY 03-60848

Chapter 11 Case

ORDER AUTHORIZING DEBTOR TO EMPLOY ATTORNEYS

This case came before the Court on the Application of Debtor to Employ Attorneys.

Based on the Application and the file, record and proceedings herein,

IT IS HEREBY ORDERED:

1. The Debtor's Application to employ William I. Kampf and the law firm of Kampf & Associates, P.A. as its bankruptcy counsel is approved.
2. Fee applications by Kampf & Associates may be heard on 90-day intervals from commencement of the case.
3. The Debtor is authorized to pay monthly invoices of Kampf & Associates under the procedures in Instruction No. 8(c) of the Instructions for Filing a Chapter 11 Case, adopted by this Court effective January 27, 2003.

BY THE COURT:

Dated: July 11, 2003

/s/ Nancy C. Dreher
U. S. Bankruptcy Judge

e10-1

NOTICE OF ELECTRONIC ENTRY AND
FILING ORDER OR JUDGMENT
Filed and Docket Entry made on 7/14/03
Patrick G. De Wane, Clerk, By KK

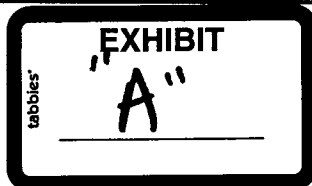


EXHIBIT B

Nickelson Plastics, Inc.
Chapter 11
Case No. 03-44930

SUMMARY OF FEES INCURRED

| DESCRIPTION | WIK | | MLC | | JDN | | RES | | JAB | | Total Hrs | Total Amt |
|--|------|-----------|--------|-----------|-----|-------|------|-----------|-------|----------|-----------|------------|
| Petition and Schedules | 1.0 | 295.00 | 25.5 | 5,355.00 | 0 | 0 | 0 | 0 | 16.8 | 840 | 43.3 | 6,490.00 |
| Cash Collateral and Financing | 5.7 | 1,681.50 | 52.25 | 7,597.50 | 0 | 0 | 0 | 0 | 0 | 0 | 57.95 | 9,279.00 |
| Lift Stay and Other Motions | 2.5 | 737.50 | 41.9 | 8,816.50 | 0 | 0 | 0 | 0 | 0 | 0 | 44.4 | 9,554.00 |
| Executory Contracts and Leases, and Sale and Lease of Property | 2.2 | 652.50 | 10.4 | 2,194.00 | 0 | 0 | 19.9 | 4,477.50 | 17.85 | 1,276.50 | 50.35 | 8,600.50 |
| Employment and Fee Applications | 0 | 0 | 5.3 | 1,115.00 | 0 | 0 | 0 | 0 | 0 | 0 | 5.3 | 1,115.00 |
| Creditor Calls, Negotiations, Claims | 21.6 | 6,381.00 | 20.9 | 4,451.00 | 0 | 0 | 0 | 0 | 0 | 0 | 42.5 | 10,832.00 |
| Plan and Disclosure | 22.5 | 6,677.50 | 169.95 | 36,337.50 | .4 | 52.00 | 0 | 0 | 0 | 0 | 192.85 | 43,067.00 |
| General | 2.5 | 737.50 | 16.1 | 3,427.00 | 0 | 0 | 35 | 7,875.00 | 0 | 0 | 53.6 | 12,039.50 |
| TOTALS | 58 | 17,162.50 | 342.30 | 69,293.50 | .4 | 52.00 | 54.9 | 12,352.50 | 34.65 | 2,116.50 | 490.25 | 100,977.00 |

EXHIBIT B (cont.)

SUMMARY OF EXPENSES INCURRED

| <u>Date</u> | <u>Expense Item</u> | <u>Expense Amount</u> | |
|---|-------------------------|---------------------------|--------------------|
| 7/9/03 | Filing Fee | \$ 830.00 | |
| 7/31/03 | Copying Cost | \$ 54.80 | |
| 7/31/03 | Postage Cost | \$ 14.09 | |
| 7/31/03 | UCC search fee | \$ 112.00 | |
| Total Expenses for July, 2003: | | | \$1,010.89 |
| 8/31/03 | Delivery Cost | \$ 5.00 | |
| Total Expenses for August, 2003: | | | \$ 5.00 |
| 9/30/03 | Copying Cost | \$ 281.80 | |
| 9/30/03 | Postage Cost | \$ 57.88 | |
| 9/30/03 | Deposition Cost | \$ 70.00 | |
| 10/15/03 | Copying Cost | \$ 958.20 | |
| 10/15/03 | Postage Cost | \$ 104.77 | |
| Total Expenses for September - October 15, 2003: | | | \$ 1,472.65 |
| 10/31/03 | Postage Cost | \$ 4.94 | |
| Total Expenses for October, 2003: | | | \$ 4.94 |
| 11/14/03 | Postage Cost | \$1,123.85 | |
| 11/14/03 | Copying Cost | \$ 58.60 | |
| Total Expenses for November, 2003: | | | \$ 1,182.45 |
| 12/3/03 | Postage Cost | \$ 271.90 | |

| | | | |
|----------|------------------------------|----|--------|
| 12/5/03 | Copy Cost for plan packet | \$ | 593.21 |
| 12/30/03 | Postage Cost | \$ | 5.92 |
| 12/30/03 | Fax Charges | \$ | 0.76 |
| 12/30/03 | Long Distance Telephone Cost | \$ | 2.45 |

| | |
|---|------------------|
| Total Expenses for December, 2003: | \$ 874.24 |
|---|------------------|

| | |
|----------------------------|---------------------------|
| <u>Grand Total:</u> | <u>\$ 4,550.17</u> |
|----------------------------|---------------------------|

Hourly Rates:

| <u>Initials</u> | <u>Name</u> | <u>Position</u> | <u>Hourly Billing Rate</u> |
|-----------------|-----------------------|-----------------|--|
| WIK | William I. Kampf | Attorney | \$295.00/July - Oct, 2003 \$300.00/Nov - Dec, 2003 |
| MCL | Mary L. Cox | Attorney | \$210.00/July - Oct, 2003 \$220.00/Nov - Dec, 2003 |
| JDN | Joel D. Nessel | Attorney | \$130.00/July - Oct, 2003 \$150.00/Nov - Dec, 2003 |
| RES | Richard E. Shinofield | Attorney | \$225.00/July - Dec, 2003 |
| JAB | Jill A. Brown | Law Clerk | \$ 50.00/July - Oct, 2003 \$110.00/Nov, - Dec, 2003 |

Applicant certifies that its hourly rates are the same for both bankruptcy and non-bankruptcy matters. Applicant further certifies that its charges for expenses and disbursements are actual and necessary costs of the administration of the estate.

Kampf & Associates P.A.
901 Foshay Tower
821 Marquette Avenue South
Minneapolis, MN 55402

Invoice submitted to:
Nickelson Plastics
John Mathiesen
100 Industrial Dr
PO Box 459
Osceola WI 54020

August 26, 2003

Invoice #14486

Professional Services

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|-----------|--|-------------------|---------------|
| | <u>Applications</u> | | |
| 7/9/2003 | MLC Draft application to employ with request re 80%. | 0.75 210.00/hr | 157.50 |
| 7/11/2003 | MLC Letter to accountant re employment. | 0.20 210.00/hr | 42.00 |
| 7/14/2003 | MLC Communication with client re payment of fees. | 0.10 210.00/hr | 21.00 |
| 7/22/2003 | MLC Telephone call with client re emploment of special counsel. Communicate with acct re application to employ. | 0.50 210.00/hr | 105.00 |
| 7/23/2003 | MLC Issue regarding special counsel. Communications with special counsel regarding employment. | 0.25 210.00/hr | 52.50 |
| 7/24/2003 | MLC Work on application to employ special counsel; letter to proposed special counsel. | 0.25 210.00/hr | 52.50 |
| 7/29/2003 | MLC Work on application to employ accountant. Draft for 80% pre-payment of fees. Forward to accountant with instructions. Work on application to employ special attorney. Draft for 80% pre-payment of fees. Forward to special attorney with instructions. | 1.75 210.00/hr | 367.50 |
| 7/30/2003 | MLC Follow up email from assistant regarding signatures on application to employ | 0.10 210.00/hr | 21.00 |



| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|------------------------|--|-------------------|---------------|
| 7/31/2003 | MLC Work regarding application to employ accountant. Communication with accountant. Communication with attorney for bank regarding invoices to bank. Communicate with accountant regarding same and regarding invoices. | 0.50 210.00/hr | 105.00 |
| SUBTOTAL: | | [4.40 | 924.00] |
| <u>Cash Collateral</u> | | | |
| 7/9/2003 | MLC Begin work on motion. Analysis of secured creditors with cash collateral and otherwise. Draft documents. Arrange for work by client on exhibits. | 3.50 210.00/hr | 735.00 |
| 7/10/2003 | WIK Draft cash collateral; Telephone conference with P Swanson | 1.00 295.00/hr | 295.00 |
| | MLC Preparation for production of budget. Communication with client re exhibits. Communication with client re raw materials. Work on Motion. Work on declaration. Telephone call with atty for lender. analysis of major secured creditors for service. Analysis of wage situation. Communication with client re budget. communications with client re balance sheets. | 2.00 210.00/hr | 420.00 |
| 7/11/2003 | MLC Preparation for Motion. Communication with client re exhibits. Work on vvalues and liquidation values. Work on interim budget. communication with client re revisions to budget. Letter to client re cash collateral obligations. | 3.00 210.00/hr | 630.00 |
| | MLC Preparation for motion for post petition financing. Review pre petition agreement. Analysis of issues. Analysis of adequate protection. Work on proposed orders. Telephone call with court re change in hearing date. Communication with atty for Itasca County. | 3.00 210.00/hr | 630.00 |
| 7/14/2003 | MLC Telephone call with ten creditors re motion. Telephone call with atty for Lakeside re cash collateral position. Analysis of expense for year end audit. follow up re servicee. | 1.00 210.00/hr | 210.00 |
| | MLC Review proposed order. Analysis of issues. Review budget for exhibit to order. Communication with client. Analysis of funds needed for labor. Communication with atty for Dave Nickelson re proposed order. Communicaiton with client after hearing.. Review revised proposed order post hearing. Communicaiton with cleint re same. Communciation with atty for lender re judges comments at hearing. Review proposed change of Ratner. Review re notice requirement. Communciations with client. | 2.00 210.00/hr | 420.00 |
| 7/15/2003 | WIK Court Appearance and preparation; Telephone conference with J Baillie | 1.00 295.00/hr | 295.00 |
| 7/16/2003 | WIK Telephone call with Lenhart re closing | 0.60 295.00/hr | 177.00 |

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|-----------------------|---|-------------------|---------------|
| 7/17/2003 | MLC Review secured claims and collateral. Communicate with atty for Ratner re inventory. | 0.70 210.00/hr | 147.00 |
| | MLC Follow up re guarantor consent. Communicate with atty for Itasca re: authority to spend cash. Communicate with client re: same | 1.00 210.00/hr | 210.00 |
| 7/21/2003 | MLC Review order drafts. Review court file. Analysis of missing exhibit. Communicate with attorney for bank re budget details. | 0.50 210.00/hr | 105.00 |
| 7/22/2003 | MLC Work in Ex. A to interim order | 0.50 210.00/hr | 105.00 |
| 7/23/2003 | MLC Letter to client regarding interim cash collateral order. Anaysis of issues and changes to budget, etc. Communication with attorney for Itasca re budget changes. Followup with client regarding reconciliation report due under interim agreement. | 1.00 210.00/hr | 210.00 |
| 7/25/2003 | MLC Communicate with attorney for Itasca regarding status of long term cash collateral. Communicate with client regarding requested increases to budget. | 0.50 210.00/hr | 105.00 |
| 7/29/2003 | MLC Review information from Itasca regarding changes to budget. Forward to client. | 0.25 210.00/hr | 52.50 |
| 7/31/2003 | WIK Review DIP docs | 0.60 295.00/hr | 177.00 |
| | MLC Review communication from bank attorney regarding final cc | 0.25 210.00/hr | 52.50 |
| SUBTOTAL: | | [22.40 | 4,976.00] |
| <u>Creditor Calls</u> | | | |
| 7/9/2003 | MLC Telephone call with creditor re filing. | 0.20 210.00/hr | 42.00 |
| 7/10/2003 | MLC Telephone call with creditor re filing and post petition operations. | 0.20 210.00/hr | 42.00 |
| 7/11/2003 | MLC Communication with client re Ratner reclamation demand. | 0.20 210.00/hr | 42.00 |
| 7/14/2003 | WIK Telephone call with John M; Lakes with attorneys re claims | 1.00 295.00/hr | 295.00 |
| | WIK Conference with John M Itasca and attorneys | 1.20 295.00/hr | 354.00 |
| 7/15/2003 | WIK Telephone call with P Swanson; J Baillie re Lakeside | 1.00 295.00/hr | 295.00 |

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|-----------|--|-------------------|---------------|
| 7/15/2003 | WIK Telephone call with P Swanson; John re Lakeside | 0.80 295.00/hr | 236.00 |
| 7/16/2003 | MLC Telephone call with client and counsel for Itasca re use of cash and entry of order. Communicate with atty for Dave Nickelson re: guarantor consents. Communicate with client re: budget changes. AO post petition credit agrmt. Communicate with atty for Itasca re: guarantor consent. | 2.00 210.00/hr | 420.00 |
| | MLC Telephone call with Olympic Steel re: delivery of goods. | 0.25 210.00/hr | 52.50 |
| | MLC Communications ith client re: Ratner inventory. Communicate with client re: pre-petition a/p. Notice of Case filing to creditor. Telephone call with atty for River Bank re: claim and collateral. | 1.25 210.00/hr | 262.50 |
| | MLC Telephone call with creditor re bankruptcy filing and notice | 0.25 210.00/hr | 52.50 |
| 7/17/2003 | MLC Telephone call with John Methiesen re long term supply agmt and procedures. Communicate with Olympic Steel re: shipment. Communicate with client re supply by Olympic Steel. | 0.40 210.00/hr | 84.00 |
| 7/18/2003 | WIK Telephone call with John re Lakeside | 0.50 295.00/hr | 147.50 |
| | MLC Analysis of secured claims. Review document and info from client. Communicate with client re questions. | 0.75 210.00/hr | 157.50 |
| 7/22/2003 | WIK Telephone call with Mathiesen re Lakeside | 0.40 295.00/hr | 118.00 |
| | MLC Telephone call with client re employee issues (claims, quitting, vacation claims) | 0.50 210.00/hr | 105.00 |
| 7/23/2003 | WIK Telephone call with Mathiesen; Swanson re Lakeside | 0.70 295.00/hr | 206.50 |
| | WIK Telephone call with L Ricke re Ratner | 0.70 295.00/hr | 206.50 |
| | WIK Telephone call with J Geske re River Bank | 0.60 295.00/hr | 177.00 |
| | MLC Review status of Ratner and Lakeside inventory amounts. | 0.50 210.00/hr | 105.00 |
| | MLC Communications with client regarding and analysis of issues regarding employee claims and regardig post petition vacation. | 0.50 210.00/hr | 105.00 |
| 7/24/2003 | MLC Analysis of issues regarding various claims; advise client. | 1.00 210.00/hr | 210.00 |

| | | | <u>Hrs/Rate</u> | <u>Amount</u> |
|-----------|-----|--|-------------------|---------------|
| 7/25/2003 | MLC | Communications with client regarding employee claims. Communicate with client regarding omitted creditors. | 0.50 210.00/hr | 105.00 |
| 7/28/2003 | WIK | Conference with client and Lakeside | 1.00 295.00/hr | 295.00 |
| 7/29/2003 | WIK | Telephone call with P Swanson; Mathiesen re Lakeside | 1.00 295.00/hr | 295.00 |
| 7/31/2003 | WIK | Draft Lakeside settlement; Telephone conference with P Swanson | 0.60 295.00/hr | 177.00 |

SUBTOTAL:

[18.00 4,587.50]

Executory Contracts

| | | | | |
|-----------|-----|---|-------------------|--------|
| 7/8/2003 | MLC | Review issue re debts and equipment contracts. Draft retainer letter. Analysis of issue re reclamation demand of consignment inventory., motion re cash. Motion re cash collateral. | 4.00 210.00/hr | 840.00 |
| 7/16/2003 | JB | Review equipment lease file index | 8.25 50.00/hr | 412.50 |
| 7/17/2003 | JB | Review equipment leases. | 3.20 50.00/hr | 160.00 |
| 7/24/2003 | MLC | Office conference with clients regarding terms of various equipment contracts. Analysis of issues regarding terms of post petition contracts. | 1.00 210.00/hr | 210.00 |
| 7/28/2003 | MLC | Request copy of Tenn lease. | 0.10 210.00/hr | 21.00 |
| 7/29/2003 | RES | Drafting supplier agreements | 3.00 225.00/hr | 675.00 |
| | MLC | Review Osceola lease. Review Tenn lease. Review Ala lease. Analysis of terms of leases for extension motion. Work on motion for time regarding leases. | 1.75 210.00/hr | 367.50 |
| 7/30/2003 | RES | Drafting supply agreements; email to client | 1.50 225.00/hr | 337.50 |

SUBTOTAL:

[22.80 3,023.50]

General

| | | | | |
|----------|-----|---|-------------------|-------|
| 7/9/2003 | MLC | Draft notice re intent to seek expedited hearing. | 0.25 210.00/hr | 52.50 |
|----------|-----|---|-------------------|-------|

| | | | <u>Hrs/Rate</u> | <u>Amount</u> |
|-----------|-----|---|-------------------|---------------|
| 7/9/2003 | MLC | Analysis of issue re Polk County claim. Analysis of Lakeside claim. | 0.90 210.00/hr | 189.00 |
| 7/10/2003 | MLC | Telephone call with court re case filing. Review Lakeside and Ratner intercreditor agreements. | 0.25 210.00/hr | 52.50 |
| 7/11/2003 | MLC | Prepare parties list. | 0.20 210.00/hr | 42.00 |
| 7/14/2003 | MLC | Telephone call with client re ADP requested change and re consignment reporting. | 0.25 210.00/hr | 52.50 |
| | MLC | Preparation re secured claims. Questions for client. | 2.00 210.00/hr | 420.00 |
| | MLC | Letter to client re duties. Communication with Dave Nickelson re bky process. | 0.25 210.00/hr | 52.50 |
| 7/15/2003 | MLC | Telephone call with atty for Work Connection. Analysis of issue re Tenn environmental fee. | 0.25 210.00/hr | 52.50 |
| | MLC | RW ADP proposed agreement. ADP issue. Communicate with client regarding same. | 0.50 210.00/hr | 105.00 |
| 7/17/2003 | MLC | Review communications from trustee. Letter to client re communication from UST. Letter to client re: duties | 0.50 210.00/hr | 105.00 |
| 7/23/2003 | MLC | Review committee appointment. Arrange for add to service list. | 0.10 210.00/hr | 21.00 |
| 7/24/2003 | RES | Conference re Plan | 1.00 225.00/hr | 225.00 |
| 7/25/2003 | MLC | Find sample supply agreement. Analysis of deadlines. | 0.40 210.00/hr | 84.00 |
| 7/28/2003 | MLC | Telephone call with UST re: 341 date. | 0.10 210.00/hr | 21.00 |
| 7/29/2003 | MLC | Follow up with client regarding documents requested. | 0.25 210.00/hr | 52.50 |
| 7/31/2003 | RES | telephone conference with client re supplier agreements; review for same | 0.80 225.00/hr | 180.00 |
| | MLC | Communication with client regarding status | 0.25 210.00/hr | 52.50 |
| SUBTOTAL: | | | [8.25 | 1,759.50] |

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|--------------------------|---|-------------------|---------------|
| <u>Lift Stay/Motions</u> | | | |
| 7/16/2003 | MLC AO adequate protection for Ratner/Lakeside | 0.25 210.00/hr | 52.50 |
| 7/24/2003 | MLC Analysis of issues and terms of proposed adequate protection. | 0.50 210.00/hr | 105.00 |
| 7/28/2003 | MLC Communicate with client regarding Lakeside inventory. Analysis of issues regarding stipulation. | 0.40 210.00/hr | 84.00 |
| 7/30/2003 | MLC Analysis of issues regarding deal with Lakeside. | 0.25 210.00/hr | 52.50 |
| 7/31/2003 | MLC Begin work on adequate protection stipulation | 1.00 210.00/hr | 210.00 |
| SUBTOTAL: | | [2.40 | 504.00] |
| <u>Petition</u> | | | |
| 7/7/2003 | MLC work on filing. | 2.50 210.00/hr | 525.00 |
| 7/9/2003 | MLC Work on resolution. Work re partial petition. Work re Exhibit A. Telephone call with Court re filing. Get registered Address. File amended petition. Telephone call with Court re location of file. | 2.00 210.00/hr | 420.00 |
| 7/11/2003 | WIK Draft ch 11 Telephone conference with Mathiesen; J Thomas; Marlys | 1.00 295.00/hr | 295.00 |
| 7/14/2003 | JB Schedule revisions, review equipment leases. | 2.00 50.00/hr | 100.00 |
| 7/15/2003 | JB Review leases, schedule revisions | 6.80 50.00/hr | 340.00 |
| | MLC Work regarding schedule D and schedule B and reconciling values of collateral. | 1.00 210.00/hr | 210.00 |
| | MLC Work re Schedule D and Schedule B and reconciling values of collateral. | 1.00 210.00/hr | 210.00 |
| | MLC Work on Schedule D and Schedule B and reconciling values of collateral. | 1.00 210.00/hr | 210.00 |
| | MLC Work re Schedule D and Schedule B and reconciling values of collateral. | 1.00 210.00/hr | 210.00 |
| 7/18/2003 | JB Final revisions to Schedules B, D, and G. | 8.00 50.00/hr | 400.00 |

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|-----------|--|-------------------|---------------|
| 7/21/2003 | MLC Work on schedules. Work re schedule D. Work on statement of financial affairs. Multiple telephone calls with client. Review revised pre-petition accounts payable. Communicate with client re prepaids. Work on reconciling schedules B and D. Review primary documents. Analysis of values of various assets. | 4.00 210.00/hr | 840.00 |
| | MLC Work on application to employ Estes and letter to Estes. | 0.25 210.00/hr | 52.50 |
| 7/22/2003 | MLC Telephone call with client re various issues regarding schedules. Work on draft of schedules. Communication with client re employee claims for Schedules E and F. | 1.00 210.00/hr | 210.00 |
| 7/24/2003 | MLC Office conference with client regarding schedules. Revise schedules. Oversee filing. | 4.00 210.00/hr | 840.00 |
| 7/28/2003 | MLC Communicate with client regarding employee expense reimbursement. Analysis of issues regarding reclamation. Draft responsive letter. Communicate to client regarding reclamation demands. | 2.75 210.00/hr | 577.50 |
| | SUBTOTAL: | [38.30 | 5,440.00] |
| | <u>Plan and Disclosure</u> | | |
| 7/24/2003 | WIK Conference with client and McGladrey re tax and GAAP issues | 2.50 295.00/hr | 737.50 |
| | MLC Analysis of various proposed treatment of plan. | 0.50 210.00/hr | 105.00 |
| 7/25/2003 | WIK Draft Plan | 1.00 295.00/hr | 295.00 |
| 7/28/2003 | WIK Draft Plan | 0.70 295.00/hr | 206.50 |
| | MLC Analysis of issue regarding plan - liens | 0.25 210.00/hr | 52.50 |
| | SUBTOTAL: | [4.95 | 1,396.50] |
| | For professional services rendered | 124.30 | \$23,437.00 |

Additional Charges :

| | <u>Amount</u> |
|-----------------------------------|---------------------------|
| <u>General</u> | |
| 7/9/2003 Filing fee | 830.00 |
| 7/31/2003 Copying cost, July 2003 | 54.80 |
| Postage, July 2003 | 14.09 |
| UCC search fee | 112.00 |
| | <hr/> |
| SUBTOTAL: | [1,010.89] |
| | <hr/> |
| Total costs | \$1,010.89 |
| | <hr/> |
| Total amount of this bill | \$24,447.89 |
| | <hr/> |
| Balance due | <u><u>\$24,447.89</u></u> |

Kampf & Associates P.A.
901 Foshay Tower
821 Marquette Avenue South
Minneapolis, MN 55402

Invoice submitted to:
Nickelson Plastics
John Mathiesen
100 Industrial Dr
PO Box 459
Osceola WI 54020

August 31, 2003

Invoice #14548

Professional Services

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|------------------------|--|-------------------|---------------|
| <u>Applications</u> | | | |
| 8/4/2003 | MLC Review application to employ special counsel. Analysis of additional disclosures needed | 0.25 210.00/hr | 52.50 |
| 8/6/2003 | MLC Follow up regarding application to employ special counsel. Conference with client regarding same. | 0.25 210.00/hr | 52.50 |
| 8/7/2003 | MLC Oversee filing of application to employ special counsel. | 0.10 210.00/hr | 21.00 |
| 8/15/2003 | MLC Review application to employ committee counsel. | 0.10 210.00/hr | 21.00 |
| SUBTOTAL: | | [0.70 | 147.00] |
| <u>Cash Collateral</u> | | | |
| 8/1/2003 | MLC Review documents from attorney for Itasca | 0.50 210.00/hr | 105.00 |
| 8/4/2003 | WIK Telephone call with J Thomas; Mathiesen | 0.80 295.00/hr | 236.00 |
| | WIK Correspondence Lenhart re Order and Agreement; review same | 0.90 295.00/hr | 265.50 |
| | MLC Review proposed final order and DIP loan agreement. Analysis of issues. Draft notice regarding proposed order per instructions. Follow up regarding guarantor consent. Analysis of issue regarding | 2.25 210.00/hr | 472.50 |

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|-----------------------|--|-------------------|---------------|
| | professional fees for budget. Follow up with client regarding four week budget. Review budget. Analysis of issues regarding same. | | |
| 8/5/2003 | MLC Work regarding arriving at final DIP agreement and proposed order. Work on issue regarding roll forwards of expenses. Conference with accountant and special counsel regarding fees for carve out of cash collateral order. Analysis of budget produced by client. Multiple communications with client regarding budget. Analysis of equipment lender adequate protection issues. Produce comparison document and email to parties proposed order and DIP agreement and comparison document. Fax to Committee final Conference with client cash collateral order. Communicate regarding guarantor consent. | 5.50 210.00/hr | 1,155.00 |
| 8/6/2003 | MLC Multiple communications with UST regarding terms of DIP loan agreement and proposed order. Communications with attorney for Itasca re: same. Communications with client re: same. Communication with court regarding form or order. | 3.00 210.00/hr | 630.00 |
| 8/7/2003 | MLC Telephone call with court regarding filing of notice re: order. Oversee filing. | 0.25 210.00/hr | 52.50 |
| 8/10/2003 | MLC Review order entered and service thereof. Arrange for service of same. | 0.10 210.00/hr | 21.00 |
| 8/15/2003 | MLC Analysis of issue re Itasca's attorneys fees. Communicate with client re same. Request copy of executed agreement. | 0.30 210.00/hr | 63.00 |
| 8/20/2003 | MLC Analysis of issue re: eligibility of inventory. | 0.75 210.00/hr | 157.50 |
| 8/22/2003 | WIK Telephone call with Thomas; Mathiesen re Itasca | 0.80 295.00/hr | 236.00 |
| SUBTOTAL: | | [15.15 | 3,394.00] |
| <u>Creditor Calls</u> | | | |
| 8/1/2003 | WIK Review and redraft Lakeside stip | 0.60 295.00/hr | 177.00 |
| | MLC Communicate with client regarding address. | 0.20 210.00/hr | 42.00 |
| 8/4/2003 | WIK Correspondence L Ricke re Ratner | 0.70 295.00/hr | 206.50 |
| | MLC Communicate with client regarding reclamation demands. | 0.25 210.00/hr | 52.50 |
| 8/5/2003 | WIK Telephone call with L Ricke re Ratner; P Stein re Bremer(review docs) | 1.00 295.00/hr | 295.00 |

| | | | <u>Hrs/Rate</u> | <u>Amount</u> |
|----------------------------|-----|---|-------------------|---------------|
| 8/5/2003 | MLC | Telephone calls with attorney for Bremer regarding claim, adequate protection and plan treatment. Communicate with client regarding adequate protection payments budget. | 0.50 210.00/hr | 105.00 |
| 8/6/2003 | MLC | Telephone call with shareholder regarding notice. Telephone call with committee member regarding case. Telephone call with attorney for Ratner. Analysis of issues regarding Ratner proposal. | 0.90 210.00/hr | 189.00 |
| 8/11/2003 | WIK | Telephone call with Mathiesen; review Laksese agreement | 1.00 295.00/hr | 295.00 |
| | MLC | Communicate with client re: CIT Newcourt and auto prepaids on ACH. | 0.10 210.00/hr | 21.00 |
| | MLC | Telephone call with client re: claims of certain shareholders for pre-petition unsecured interest. | 0.25 210.00/hr | 52.50 |
| 8/12/2003 | WIK | Review supply agreements | 0.50 295.00/hr | 147.50 |
| | WIK | Telephone call with River Bank | 0.50 295.00/hr | 147.50 |
| 8/14/2003 | MLC | Communicate with client re: updated balances | 0.70 210.00/hr | 147.00 |
| 8/18/2003 | MLC | Telephone call with creditor re: notice. Arrange for add to matrix. | 0.10 210.00/hr | 21.00 |
| 8/20/2003 | WIK | Telephone call with Mathiesen; McGladrey; Estes; review Lakeside | 0.80 295.00/hr | 236.00 |
| 8/21/2003 | WIK | Telephone call with Mathiesen; Stein; re Bremer | 0.60 295.00/hr | 177.00 |
| 8/22/2003 | WIK | Conference with client and UST and Duffy re Lakeside agreement; redraft same | 1.10 295.00/hr | 324.50 |
| 8/25/2003 | WIK | Telephone call with John Mathiesen Swanson re Lakeland | 0.50 295.00/hr | 147.50 |
| 8/28/2003 | WIK | Review contract ; Telephone conference with L Ricke re Ratner | 1.00 295.00/hr | 295.00 |
| SUBTOTAL: | | | [11.30 | 3,078.50] |
| <u>Executory Contracts</u> | | | | |
| 8/5/2003 | RES | Drafting/proofing supplier agreements | 2.70 225.00/hr | 607.50 |

| | | | <u>Hrs/Rate</u> | <u>Amount</u> |
|----------------|-----|---|-------------------|---------------|
| 8/6/2003 | RES | Draft supplier agreements, review adequate protection stipulation and respond, review email from Ratner attorney and comment | 4.50 225.00/hr | 1,012.50 |
| | MLC | Conference with client regarding terms of leases and motion to extend time. | 0.50 210.00/hr | 105.00 |
| 8/12/2003 | RES | Draft supplier agreement | 3.50 225.00/hr | 787.50 |
| 8/22/2003 | MLC | Follow up re motion and order re extension of time on leases. | 0.10 210.00/hr | 21.00 |
| 8/25/2003 | MLC | Review email for attorney for Osceola landlord. Analysis of issues. Telephone call with client re requests of Osceola landlord attorney. Communication with attorney for landlord. | 0.50 210.00/hr | 105.00 |
| SUBTOTAL: | | | [11.80 | 2,638.50] |
| <u>General</u> | | | | |
| 8/1/2003 | WIK | Telephone call with Mathiesen re governance issues | 0.50 295.00/hr | 147.50 |
| 8/4/2003 | RES | Drafting supplier contract | 7.00 225.00/hr | 1,575.00 |
| 8/7/2003 | RES | Draft contracts, confs and analysis re balance sheet issues and potential parties to supplier agreements | 5.00 225.00/hr | 1,125.00 |
| | MLC | Follow up regarding documents to UST and initial conference. | 0.25 210.00/hr | 52.50 |
| 8/11/2003 | MLC | Follow up re: initial documents, re: initial conference and re: July MOR | 0.25 210.00/hr | 52.50 |
| 8/12/2003 | MLC | Telephone call with client re: documents required by UST re: initial conference and re: July MOR. Meet with client re: req's for UST. Review documents supplied by client. Communication with client re: missing documents. | 0.80 210.00/hr | 168.00 |
| | MLC | Conference with client re: automatic payments from bank accounts and retrieval of funds. | 0.20 210.00/hr | 42.00 |
| 8/13/2003 | RES | Draft/proof Supplier Agreement; transmittal note to client re same. | 3.80 225.00/hr | 855.00 |
| 8/14/2003 | MLC | Communicate with client re: D&O insurance. | 0.30 210.00/hr | 63.00 |
| 8/18/2003 | RES | Telephone conference with client, email messages to Darwin Voltin (rsm), telephone conference with D. Voltrin, conference with Mary Cox | 1.20 225.00/hr | 270.00 |

| | | | <u>Hrs/Rate</u> | <u>Amount</u> |
|-----------|-----|---|-------------------|---------------|
| 8/18/2003 | RES | Conference with WIK and client (Marlys and John) re McGladrey comments on requirements concept | 0.60 225.00/hr | 135.00 |
| 8/20/2003 | MLC | Prepare for and attend initial conference. Follow up re: TN bank account form signature. | 2.00 210.00/hr | 420.00 |
| 8/22/2003 | WIK | Attend 341 and preparation | 2.00 295.00/hr | 590.00 |
| | MLC | Draft letter to CIT re ceasing Electronic funds transfers and refund of money. | 0.50 210.00/hr | 105.00 |
| 8/25/2003 | RES | telephone conference Voltin, telephone conference Matheisen, revise sections of supplier draft agreement, emails to client and Voltin | 2.00 225.00/hr | 450.00 |
| | MLC | Telephone call with CIT re refund of post petition electronic transfers. | 0.25 210.00/hr | 52.50 |
| 8/27/2003 | RES | Conference with client; revise supplier agreement | 3.00 225.00/hr | 675.00 |
| 8/29/2003 | MLC | Communication with client re address for July MOR. | 0.10 210.00/hr | 21.00 |
| SUBTOTAL: | | | [29.75 | 6,799.00] |

Lift Stay/Motions

| | | | | |
|----------|-----|--|-------------------|--------|
| 8/1/2003 | MLC | Work on Lakeside agreement. Telephone call with atty for Ratner. Telephone call with attorney for Lakeside. | 1.00 210.00/hr | 210.00 |
| 8/4/2003 | MLC | Work on Lakeside agreement | 0.25 210.00/hr | 52.50 |
| 8/5/2003 | MLC | Work on adequate protection agreement with Lakeside. Analysis of replacement lien issue. Analysis of issue regarding adequate protection payments to secured creditors. Begin drafting motion. | 4.50 210.00/hr | 945.00 |
| 8/6/2003 | MLC | Conference with client regarding agreement with Lakeside and motion regarding Lakeside agreement. | 0.75 210.00/hr | 157.50 |
| 8/7/2003 | MLC | Work on Lakeside agreement and motion. Analysis of issue regarding approval. Telephone call with attorney for Lakeside regarding various provisions and revisions. | 2.50 210.00/hr | 525.00 |
| 8/8/2003 | MLC | Revise motion to extend time on leases for client's changes. | 0.75 210.00/hr | 157.50 |
| 8/9/2003 | MLC | Revise agreement as requested by client, by special counsel and by counsel for Lakeside. Analysis of facts needed for motion. Send revised draft of agreement to client for review and analysis. | 2.00 210.00/hr | 420.00 |

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|-----------|---|-------------------|---------------|
| 8/10/2003 | MLC Review status of agreement with Ratner. Work on motion re: approval of Lakeside agreement. Revise Lakeside agreement per WIK's comments. Send to client. Continue drafting motion to approve Lakeside agreement. Send motion to client and counsel. | 5.00 210.00/hr | 1,050.00 |
| 8/11/2003 | MLC Complete agreement and motion for approval of same. Telephone call with client re: final documents. Draft memo of law and proposed order. Draft notice regarding terms of proposed order. Telephone call with Polk County regarding service of motion. Telephone call with client re: commencing of Lakeside shipping on credit. Analysis of issue re: agreement between debtor and LLC re: supply agreement. Communication with attorney for Lakeside re: same. Telephone call with client re: Ratner. Revise documents for last changes requested by Lakeside. Communicate with attorney for Lakeside re: filing final agreement. | 4.00 210.00/hr | 840.00 |
| 8/13/2003 | WIK Court Appearance and preparation re Lakeside | 1.50 295.00/hr | 442.50 |
| 8/18/2003 | WIK Telephone call with Committe attorney; Mathiesen re Lakeside | 1.00 295.00/hr | 295.00 |
| | MLC Telephone call with attorney for Lakeside re: status of motion. | 0.10 210.00/hr | 21.00 |
| 8/20/2003 | MLC analysis of issue re: Lakeside agreement and lien | 0.25 210.00/hr | 52.50 |
| 8/21/2003 | MLC Analysis of revisions re: Lakeside agreement. Do some revisions. | 0.40 210.00/hr | 84.00 |
| 8/22/2003 | MLC Follow up on issues re Lakeside agreement. Review court minutes and order re: expedited motion. Analysis of changes to agreement and proposed order. Draft same. Draft notice re change in proposed order and amended agreement. Telephone call with UST office re revisions. Send revisions. Telephone call with UST office re red-line. | 2.90 210.00/hr | 609.00 |
| 8/25/2003 | MLC Finish work re notice, amended agreement, and revised proposed order. Follow up re guaranty. | 0.50 210.00/hr | 105.00 |
| 8/26/2003 | MLC Communicate with court re: hearing. Email to parties. | 0.10 210.00/hr | 21.00 |
| 8/28/2003 | MLC Analysis of issue re adequate protection to Bremer. | 0.25 210.00/hr | 52.50 |
| SUBTOTAL: | | [27.75 | 6,040.00] |

| | | | <u>Hrs/Rate</u> | <u>Amount</u> |
|----------------------------|-----|---|-------------------|---------------|
| <u>Petition</u> | | | | |
| 8/8/2003 | MLC | Analysis of issues regarding amount of claims. Communication with client regarding changes requested by attorney for Lakeside. Telephone call with Lakeside regarding agreeemtn with requested changes. Begin revising stipulation for agreement with Lakeside. | 3.00 210.00/hr | 630.00 |
| 8/12/2003 | MLC | Telephone calls with parties re: Lakeside agreement. Send final revised draft to attorney for Lakeside. Meet with client re: shipment. Arrange for filing of executed stipulation. Copy of final draft to parties. Email copy of final draft to committee. Arrange for copy to Lakeside. | 2.00 210.00/hr | 420.00 |
| SUBTOTAL: | | | [5.00 | 1,050.00] |
| <u>Plan and Disclosure</u> | | | | |
| 8/6/2003 | WIK | Conference with client and draft Plan | 1.20 295.00/hr | 354.00 |
| | MLC | Conference with client regarding plan and treatment of various classes of claims. | 0.75 210.00/hr | 157.50 |
| 8/7/2003 | MLC | Analysis of issues regarding supply option for unsecureds. Communicate with client regarding additional claims for interest. | 1.00 210.00/hr | 210.00 |
| 8/8/2003 | MLC | Analysis of issues regarding supply agreement under plan. | 0.50 210.00/hr | 105.00 |
| 8/12/2003 | WIK | Conference with client re Plan; draft same | 1.00 295.00/hr | 295.00 |
| | MLC | Review proposed supply agreement | 1.50 210.00/hr | 315.00 |
| | MLC | Begin work on plan. Analysis of exhibit regarding various contracts, etc. Meet with client re: plan work needed. Analysis of issues re: claims bar date. | 2.75 210.00/hr | 577.50 |
| 8/13/2003 | MLC | Confer with client re: plan portions. Analysis of issue re: claims bar date re: plan | 0.50 210.00/hr | 105.00 |
| 8/14/2003 | MLC | Analysis of issues re: supply agreement for unsecured options. Communication with client re: plan spreadsheets re: interest on secured debt. Work on plan. Office conference with client re: plan. | 4.00 210.00/hr | 840.00 |
| 8/15/2003 | WIK | Review Plan issues; Telephone conference with client | 0.60 295.00/hr | 177.00 |
| | MLC | Draft section re organization and history. Draft section re summary of events leading to petition. Draft section re committee. Draft section re: cash collateral/post petition financing. Start section re: Lakeside agreement. Analysis of exhibits and financial information for plan and | 5.00 210.00/hr | 1,050.00 |

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|-----------|--|-------------------|---------------|
| | disclosure statement. Communication with client about various financial information needed for plan. Analysis of treatment of Itasca's pre and post petition loan. Emails to attorney for Itasca re: claim amount and components. | | |
| 8/15/2003 | MLC Work on plan. Draft sections re administrative expense claim, re Itasca secured admin claim, re Itasca pre-petition claim. | 4.75 210.00/hr | 997.50 |
| 8/18/2003 | MLC Finish sections on Itasca and Lakeside. Analysis of information from Itasca counsel re claim amount. Begin work on section re equipment loan. Analysis of issues re classification and post confirmation interest. Draft sections re: Beacon Bank and Bremer Bank. Draft sections re: some of Carlton contracts. | 6.75 210.00/hr | 1,417.50 |
| 8/19/2003 | MLC Communicate with client regarding interest post 7/9. reveiw term sheet for exit facility. Analysis of issue re: supply agreement. Anaylsis of issue re; exit facility. Communicate with client re: exit facility. | 1.00 210.00/hr | 210.00 |
| 8/20/2003 | WIK Draft | 0.70 295.00/hr | 206.50 |
| | MLC Work on plan. Analysis of issues on plan with client. Analysis of issue re: exit facility and eligible inventory | 1.00 210.00/hr | 210.00 |
| 8/21/2003 | MLC Review email from attorney for Itasca re: guaranty. Telephone call with client re and about analysis of issues re: Bremer treatment. | 0.25 210.00/hr | 52.50 |
| 8/22/2003 | MLC Communicate with client and analysis of issues re plank including seasonality of payments to equipment leanders. Draft section re debtor's ability to seasonalize payments as necessary. Continued work on and drafting of plan. | 3.00 210.00/hr | 630.00 |
| 8/24/2003 | MLC Continued work on sections of plan re: secured creditors. | 2.00 210.00/hr | 420.00 |
| 8/25/2003 | MLC Analysis of issue re modifying Osceola lease. | 0.25 210.00/hr | 52.50 |
| 8/26/2003 | MLC Communicate with client re: spreadsheets and changes needed. Analysis of issue re: Bremer payments. Work on drafting plan. | 2.00 210.00/hr | 420.00 |
| 8/27/2003 | WIK Conference with client re Plan | 1.00 295.00/hr | 295.00 |
| | MLC Continued work drafting plan. Draft section re unsecured options and election. Office conference with client re many plan issues. Analysis of issue re plan terms for issuance of stock. | 5.00 210.00/hr | 1,050.00 |
| 8/28/2003 | MLC Communicate with client re balance of line of credit as of confirmation for plan. Communications with client re various plan terms. Communication re contracts - assume and reject. Communicate with client re Citicopr and Betz. Pitney Bowes contract. Draft sections re | 4.00 210.00/hr | 840.00 |

| | <u>Hrs/Rate</u> | <u>Amount</u> |
|--|-----------------|---------------|
|--|-----------------|---------------|

contracts and leases. Draft section re post confirmation operations.
Analysis of issues re liquidation analysis.

| | | | | |
|-----------|-----|---|-----------|----------|
| 8/29/2003 | MLC | Analysis of open issues. Communications with client re: same. | 7.50 | 1,575.00 |
| | | Analysis of revisions needed to spreadsheets. Revise section re: | 210.00/hr | |
| | | Citicorp. Analysis of issues re professionals fees. Draft section of plan | | |
| | | re same. Analysis of issue re liquidation analysis. Communication with | | |
| | | client re same. Begin draft of exhibit. Communicate with client re | | |
| | | special counsel and accountant fees. Analysis of reclamation claims. | | |
| | | Draft section in plan re same. Analysis of Ratner claims. | | |
| | | Communicate with client re status of reclamation claims. Analysis of | | |
| | | issue re Tennessee lease. Re-draft section of plan re same. | | |
| | | Communication with client re status of Tennessee lease re same. | | |
| | | Work on section re employee priority claims. Telephone call with | | |
| | | attorney for Ratner. | | |

| | | | |
|-----------|---|-------|------------|
| SUBTOTAL: | [| 58.00 | 12,562.50] |
|-----------|---|-------|------------|

| | | |
|------------------------------------|--------|-------------|
| For professional services rendered | 159.45 | \$35,709.50 |
|------------------------------------|--------|-------------|

Additional Charges :

General

| | | |
|-----------|---------------|------|
| 8/31/2003 | Delivery Cost | 5.00 |
|-----------|---------------|------|

| | | |
|-----------|---|-------|
| SUBTOTAL: | [| 5.00] |
|-----------|---|-------|

| | |
|-------------|--------|
| Total costs | \$5.00 |
|-------------|--------|

| | |
|---------------------------|-------------|
| Total amount of this bill | \$35,714.50 |
|---------------------------|-------------|

| | |
|------------------|-------------|
| Previous balance | \$24,447.89 |
|------------------|-------------|

| | |
|-------------|-------------|
| Balance due | \$60,162.39 |
|-------------|-------------|

Kampf & Associates P.A.
901 Foshay Tower
821 Marquette Avenue South
Minneapolis, MN 55402

Invoice submitted to:
Nickelson Plastics
John Mathiesen
100 Industrial Dr
PO Box 459
Osceola WI 54020

October 15, 2003

Invoice #14620

Professional Services

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|------------------------|---|-------------------|---------------|
| <u>Cash Collateral</u> | | | |
| 9/30/2003 | MLC Telephone call with Pete Stein. Analysis of issue re stipuation. Analysis of issue re interest rate. Revise stipulation. Send revised stipulation to attorney for Bremer. | 1.50 210.00/hr | 315.00 |
| SUBTOTAL: | | [1.50 | 315.00] |
| <u>Creditor Calls</u> | | | |
| 9/2/2003 | WIK Telephone call with J Lawver re Carlton | 0.50 295.00/hr | 147.50 |
| 9/4/2003 | WIK Telephone call with Wells Fargo re lease | 0.70 295.00/hr | 206.50 |
| 9/8/2003 | MLC Telephone call with two creditors re notice, claim filing deadline. Arrange for additional notice. | 0.20 210.00/hr | 42.00 |
| 9/10/2003 | MLC Analysis of claim re Polk County. Analysis of claim amount of Osceola. Telephone conference with Wells Fargo re claim and treatment. Analysis of issue. | 0.50 210.00/hr | 105.00 |
| 9/11/2003 | MLC Analysis of Ratner claim issues. Analysis of Carlton claim issues. Telephone conference with client re claim issues. Follow up with client re Ratner. | 1.00 210.00/hr | 210.00 |
| 9/17/2003 | MLC Communicate with client re claim of Postal Credit Union. Communicate with cilent re claim of Ratner. | 0.20 210.00/hr | 42.00 |

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|----------------------------|--|-------------------|---------------|
| 9/22/2003 | MLC Telephone call with creditor re proof of claim form | 0.10 210.00/hr | 21.00 |
| 10/1/2003 | MLC Analysis of issues re adding certain claims. | 0.10 210.00/hr | 21.00 |
| 10/8/2003 | MLC Analysis of claim and adequate protection issues re Bremer. Communication with client re same. Communication with attorney for Bremer re same. | 0.80 210.00/hr | 168.00 |
| 10/13/2003 | MLC Telephone call with client re: Ratner | 0.20 210.00/hr | 42.00 |
| 10/14/2003 | WIK Telephone call with L Ricke re Ratner | 0.80 295.00/hr | 236.00 |
| | MLC Follow up re Ratner claim. | 0.10 210.00/hr | 21.00 |
| SUBTOTAL: | | [5.20 | 1,262.00] |
| <u>Executory Contracts</u> | | | |
| 9/15/2003 | MLC Follow up on supply agreement with Ratner | 0.20 210.00/hr | 42.00 |
| 9/16/2003 | MLC Communicate with Ricke re supply agreement. | 0.10 210.00/hr | 21.00 |
| 9/17/2003 | MLC Analysis of issues re supply contract. Communicate with client re same. Follow up re delivery to Lakeside. | 0.20 210.00/hr | 42.00 |
| 9/18/2003 | MLC Follow up re supply agreement with Lakeside. | 0.25 210.00/hr | 52.50 |
| 9/23/2003 | MLC Follow up re supply agreement | 0.10 210.00/hr | 21.00 |
| 9/25/2003 | MLC Telephone call with client re Aramark contract. | 0.10 210.00/hr | 21.00 |
| 9/26/2003 | MLC Telephone call with client re 3M supply agreement. Analysis of issues and remedies | 0.10 210.00/hr | 21.00 |
| 9/30/2003 | MLC Analysis of issue re Itasca renewal fee. Communication with client re same. Telephone conference with attorney for bank. | 0.40 210.00/hr | 84.00 |
| 10/2/2003 | WIK Review D Nickelson K; Telephone conference with D Estes | 0.80 295.00/hr | 236.00 |

| | | | <u>Hrs/Rate</u> | <u>Amount</u> |
|--------------------------|-----|---|-------------------|---------------|
| 10/10/2003 | WIK | Telephone call with Lawver re Carlton; Telephone conference with J Matheisen | 0.70 295.00/hr | 206.50 |
| SUBTOTAL: | | | [2.95 | 747.00] |
| <u>General</u> | | | | |
| 9/14/2003 | RES | Review Ratner revision to supplier agreement | 0.90 225.00/hr | 202.50 |
| 9/30/2003 | MLC | Telephone call with Dave Nickelson | 0.20 210.00/hr | 42.00 |
| 10/7/2003 | MLC | Telephone call with client re logo designer and insurance rep. | 0.20 210.00/hr | 42.00 |
| SUBTOTAL: | | | [1.30 | 286.50] |
| <u>Lift Stay/Motions</u> | | | | |
| 9/8/2003 | MLC | Communications from attorney for Bremer re payment calculations. Communicate with client re Bremer stipulation. | 0.20 210.00/hr | 42.00 |
| | MLC | Communicate with client re motion to sell car (expedited nature) | 0.20 210.00/hr | 42.00 |
| 9/10/2003 | MLC | Analysis of issue re adequate protection to Bremer. | 0.25 210.00/hr | 52.50 |
| 9/11/2003 | MLC | Telephone call with client re motion to sell vehicle. Analysis of facts. Analysis of claim. Work on motion to sell vehicle. Office conference with client re same. | 2.25 210.00/hr | 472.50 |
| | MLC | Telephone call with client re purchase of equipment. Analysis of facts. Work on motion to purchase. Analysis of issue re equipment loans. Office conference with client re same. | 1.50 210.00/hr | 315.00 |
| 9/12/2003 | MLC | Continued work on motion to purchase equipment. Telephone conference with client re same. Communication with client re need to purchase now. Draft expedited hearing portion. Arrange for filing and service of motion. | 1.00 210.00/hr | 210.00 |
| | MLC | Telephone call with client re mileage con car. Analysis of value. Draft motion section re need for expedited hearing. Telephone conference with credit union re nature and extent of claim and re treatment through plan. | 2.00 210.00/hr | 420.00 |
| | MLC | Continued work on car motion. Leave voicemails for credit union. | 0.75 210.00/hr | 157.50 |

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|------------|--|-------------------|---------------|
| 9/15/2003 | MLC Telephone call with UST re motions. Telephone conference with attorney for committee re: motions. Coordinate on motions to buy eqpt and to sell car. Telephone conference with Polk County re service. Telephone conference with credit union re title. | 0.90 210.00/hr | 189.00 |
| 9/16/2003 | MLC Telephone call with client re hearing on purchase and sale of car. Place voicemail to attorney for bank re purchase of asset. | 0.20 210.00/hr | 42.00 |
| 9/17/2003 | MLC Telephone call with parties and court re car and asset purchase motions. Telephone conference with attorney for bank. Telephone conference with court. Place voicemails to UST, committee and attorney for bank re no hearing. Send two proposed orders to Court. Communicate with client re non-appearance at hearing. Telephone conference with client re transfer of title and purchase of equipment. | 0.50 210.00/hr | 105.00 |
| 9/18/2003 | MLC Communicate with court and client re car motion | 0.20 210.00/hr | 42.00 |
| 9/19/2003 | MLC Communicate with Crout and with client re orders re asset purchase and car sale. | 0.25 210.00/hr | 52.50 |
| 9/22/2003 | MLC Analysis of issues re: Bremer adequate protection | 0.40 210.00/hr | 84.00 |
| 9/25/2003 | MLC Telephone call with client re information for Carlton re adequate payment. | 0.20 210.00/hr | 42.00 |
| 9/29/2003 | MLC Analysis of issue re Lakeside stipulation. Follow up with client re signatures. | 0.25 210.00/hr | 52.50 |
| 10/1/2003 | MLC Communications with attorney for Bremer re plan treatment | 0.10 210.00/hr | 21.00 |
| 10/2/2003 | MLC Communication with attorney for Bremer re changes. | 0.10 210.00/hr | 21.00 |
| 10/3/2003 | MLC Forward Bremer stipulation to client. Arrange for filing of final Lakeside stipulation. | 0.20 210.00/hr | 42.00 |
| 10/7/2003 | MLC Communications with client re Bremer claims. Communication with attorney for Bremer re adequate protection. | 1.00 210.00/hr | 210.00 |
| 10/15/2003 | MLC Follow up re Bremer adequate protection agreement. | 0.10 210.00/hr | 21.00 |
| SUBTOTAL: | | [12.55 | 2,635.50] |

| | | | <u>Hrs/Rate</u> | <u>Amount</u> |
|----------------------------|-----|---|-------------------|---------------|
| <u>Plan and Disclosure</u> | | | | |
| 9/2/2003 | MLC | Telephone call with attorney for Lakeside. Voice mail from Wells Fargo equipment finance. Analysis of issue re identify of stockholder of Reorganized company. Communicate with client re line items on spreadsheets. | 0.25 210.00/hr | 52.50 |
| | MLC | Work on drafting disclosure statement. Finish section re executory contracts and unexpired leases. Revisions on certain other parts. Communication with client re plan and strategy. List open items. Communication with client re open issues. | 4.00 210.00/hr | 840.00 |
| 9/5/2003 | WIK | Conference with client re liquidation analysis | 1.00 295.00/hr | 295.00 |
| 9/8/2003 | WIK | Draft same | 0.70 295.00/hr | 206.50 |
| | MLC | Communicate with client re changes to spreadsheets. Telephone conference with accountant. Telephone conference with client re status. | 0.50 210.00/hr | 105.00 |
| 9/10/2003 | MLC | Communicate with client re draft of plan and strategy re classification issue. | 0.10 210.00/hr | 21.00 |
| 9/11/2003 | MLC | Office conference with client re plan issues. Analysis of issues re claim treatment in plan. | 2.00 210.00/hr | 420.00 |
| 9/18/2003 | MLC | Communicate with client re plan, including issue of treatment of unsecured class. Leave voicemail for UST attorney. | 0.25 210.00/hr | 52.50 |
| 9/22/2003 | MLC | Telephone call with client re: UST response. Analysis of issues re plan terms re Bremer and Carlton. Communicate with client re same. Analysis of open issues for plan. Begin work on liquidation analysis. | 1.00 210.00/hr | 210.00 |
| 9/23/2003 | MLC | Communicate with client re equipment lender treatment under plan | 0.20 210.00/hr | 42.00 |
| 9/24/2003 | MLC | Analysis of information to Carlton re proposed plan payout. | 0.20 210.00/hr | 42.00 |
| 9/25/2003 | MLC | Telephone call with client re separate classification | 0.25 210.00/hr | 52.50 |
| | WIK | Draft trade class; Telephone conference with Mathiesen | 1.00 295.00/hr | 295.00 |
| 9/26/2003 | WIK | Conference with client re Plan | 1.00 295.00/hr | 295.00 |

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|-----------|--|-------------------|---------------|
| 9/26/2003 | MLC Work re changes to plan. Analysis of issues re classification. Analysis of issues re Ratner. Analysis of issues re term of invoice plus percentage option. Communicate with client re same. | 1.70 210.00/hr | 357.00 |
| 9/27/2003 | MLC Work on additions and revisions to plan and memo to client re open issues. | 5.00 210.00/hr | 1,050.00 |
| 9/29/2003 | MLC Work on open issues. Work on liquidation analysis. Arrange for performance exhibit. Communicate with client re classification based on Gedney order. Analysis of issue re trade vs, I=non-trade. Analysis of issue re Ratner. Communicate with client re Ratner. Communication with attorney for Ratner re plan change. Communicate with UST re plan change. | 3.50 210.00/hr | 735.00 |
| 9/30/2003 | MLC Telephone call with Marlys re various plan terms and revisions. Attempt Telephone conference with to UST re plan. Send plan to committee counsel. | 1.00 210.00/hr | 210.00 |
| 10/1/2003 | MLC Revise plan per changes by client and based on events. Communicate with attorney for Itasca re plan provisions. Telephone conference with UST re classification scheme. Telephone conference with client re UST comments. Analysis of issues re UST comments. Research re plans with optional treatments. | 5.50 210.00/hr | 1,155.00 |
| 10/2/2003 | MLC Communicate with client re strategy of plan setup. Communicate with attorney for Lakeside re classification into single class. Review part of plan related to distributions to disputed claims. Instruct re changing class number. Change election section. Work re liquidation analysis. Review spreadsheets from client. Work re: disclosure re Nickelson consultant contract. Analysis of liquidation issues. Work on section re unsecured claims - Class 1 trade and Class 2 non-trade. Multiple communications with client re claim numbers and estimated option elections by trade and nontrade classes. Work on section re: Lakeside claim. Analysis of reconciliation between text of ds re unsecured option election and client spreadsheets. | 8.50 210.00/hr | 1,785.00 |
| 10/3/2003 | MLC Review and Revise disclosure statement. Analysis of issues re classification and equal treatment issue. Telephone conference with client re revisions to plan. Work on exhibits to disclosure. Work on converting information from disclosure statement to plan. Work on exhibit to plan. | 5.00 210.00/hr | 1,050.00 |
| | WIK Review and redraft liquidation analysis | 0.60 295.00/hr | 177.00 |
| 10/6/2003 | MLC Telephone call with client re plan and discovery and process. Telephone conference with court re hearing dates. Communicate with attorney for Itasca re discovery. | 0.50 210.00/hr | 105.00 |
| 10/7/2003 | WIK Conference with John re plan terms | 1.00 295.00/hr | 295.00 |

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|------------------------------------|--|-------------------|---------------|
| 10/7/2003 | MLC Analysis of plan issues. | 1.00 210.00/hr | 210.00 |
| 10/8/2003 | MLC Telephone call with Marlys re plan spreadsheets. Work on plan. | 0.10 210.00/hr | 21.00 |
| 10/9/2003 | WIK Review Plan issues | 0.50 295.00/hr | 147.50 |
| | MLC Analysis of issues re value provided by LLC. Review section re Lakeside. Draft section re equity and consideration. Communication with client re same. Telephone conference with client. Analysis of issues re classification of unsecured. Telephone conference with client re plan. Telephone conference with client. Coordinate exhibits re amended disclosure statement. Revise section re summaries of payments. Arrange for revisions based on renumbering of classes. | 4.25 210.00/hr | 892.50 |
| 10/10/2003 | MLC Work on exhibits based on re-classification. Calculate and draft summaries of payments based on re-classification. Telephone conference with client re re-classification. Review revised exhibits. Review all revised documents. Communication with client re revisions. Arrange for filing. | 3.75 210.00/hr | 787.50 |
| 10/11/2003 | MLC Review order for hearing on disclosure statement. Review local rule re: service. Arrange for service of disclosure and plan. Arrange for emailing of disclosure sections particular to clients to attorneys to facilitate approval of adequacy of disclosure statement. | 2.00 210.00/hr | 420.00 |
| 10/13/2003 | JDN Coordinate re: service of plan and disclosure statement per order. Follow up re service on Carlton and related entities. | 0.40 130.00/hr | 52.00 |
| 10/14/2003 | MLC Work re service of disclosure statement and plan per court order. | 0.25 210.00/hr | 52.50 |
| 10/15/2003 | MLC Follow up re electronic copies of Disclosure Statement sections to individual attorneys. Communications from client re change of address for creditor and equity security holder | 0.20 210.00/hr | 42.00 |
| SUBTOTAL: | | [57.20 | 12,473.00] |
| For professional services rendered | | 80.70 | \$17,719.00 |
| Additional Charges : | | | |
| <u>General</u> | | | |
| 9/30/2003 | Copying cost - August/September | | 281.80 |
| | Postage - August/September | | 57.88 |

| | <u>Amount</u> |
|---|---------------------------|
| 9/30/2003 Deposition Costs for - court reporter | 70.00 |
| 10/15/2003 Copying cost, through October 15 | 958.20 |
| Postage, through October 15 | 104.77 |
| | <hr/> |
| SUBTOTAL: | [1,472.65] |
| | <hr/> |
| Total costs | \$1,472.65 |
| | <hr/> |
| Total amount of this bill | \$19,191.65 |
| Previous balance | \$60,162.39 |
| 9/26/2003 Payment - thank you. Check No. 5691 | (\$10,000.00) |
| 9/30/2003 Payment - thank you | (\$38,333.09) |
| 10/15/2003 Courtesy Discount | (\$600.00) |
| | <hr/> |
| Total payments and adjustments | (\$48,933.09) |
| | <hr/> |
| Balance due | <u><u>\$30,420.95</u></u> |

Henson & Efron

PROFESSIONAL ASSOCIATION

November 11, 2003

NICKELSON PLASTICS

Re: CHAPTER 11 BANKRUPTCY/POST-PETITION

I.D. N344-39006- WIK

Invoice # 125636

Page 2

| Date | Description of Services | Atty | Hours | Amount |
|--------------------------------|--|------|-------|--------|
| General Case Administration: | | | | |
| 10-24-03 | Review file status and complete miscellaneous tasks. | MLC | 1.5 | 330.00 |
| | Subtotal | | 1.5 | 330.00 |
| Cash Collateral and Financing: | | | | |
| 10-23-03 | Analysis of maturity of post petition financing. | MLC | 0.3 | 66.00 |
| | Subtotal | | 0.3 | 66.00 |
| Lift Stay and Other Motions: | | | | |
| 10-16-03 | Follow up on Bremer adequate protection motion. | MLC | 0.1 | 22.50 |
| 10-22-03 | Communication with client re Bremer stipulation. Analysis of monthly payment amount. Communication with attorney for Bremer re same. | | | |
| | Communication with client re October payment. | MLC | 1.0 | 220.00 |
| 10-23-03 | Communicate with client re Bremer stipulation. Communicate with attorney for Bremer re stipulation. | MLC | 0.5 | 110.00 |
| 10-24-03 | Communication from client re Bremer payment. | MLC | 0.1 | 22.00 |

Henson & Efron

PROFESSIONAL ASSOCIATION

November 11, 2003

NICKELSON PLASTICS

Re: CHAPTER 11 BANKRUPTCY/POST-PETITION

I.D. N344-39006- WIK

Invoice # 125636

Page 3

| Date | Description of Services | Atty | Hours | Amount |
|---|---|------|-------|----------|
| | Subtotal | | 1.7 | 374.50 |
| Executory Contracts: Unexpired Leases, U: | | | | |
| 10-27-03 | Review Lakeside draft. | RES | 1.2 | 270.00 |
| 10-27-03 | Telephone call John M. continue agreement review. Prepare email memo to J. Mathieson. Attempt calls to Lakeside attorney. | RES | 3.5 | 787.50 |
| | Subtotal | | 4.7 | 1,057.50 |
| Creditor Calls; Negotiations, Claim Obje: | | | | |
| 10-24-03 | Review information from client re new creditor. | MLC | 0.1 | 22.00 |
| 10-30-03 | Telephone call J. Lawver re Carlton claim. | WIK | 0.6 | 180.00 |
| | Subtotal | | 0.7 | 202.00 |
| Plan and Disclosure Statement: | | | | |
| 10-21-03 | Telephone call client re Plan issues. | MLC | 0.2 | 45.00 |
| 10-23-03 | Communicate with attorney for Bremer re Plan and Disclosure Statement. | MLC | 0.3 | 66.00 |
| 10-24-03 | Telephone call Riche re Partner Plan treatment. | WIK | 0.6 | 180.00 |
| 10-31-03 | Telephone call attorney for US Trustee re requested revisions to Disclosure | | | |

Henson & Efron

PROFESSIONAL ASSOCIATION

November 11, 2003

NICKELSON PLASTICS

Re: CHAPTER 11 BANKRUPTCY/POST-PETITION

I.D. N344-39006- WIK

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| Date | Description of Services | Atty | Hours | Amount |
|------|-------------------------|------|-------|----------|
| | Statement and Plan. | MLC | 0.5 | 110.00 |
| | Subtotal | | 1.6 | 401.00 |
| | | | | ----- |
| | Total Fees | \$ | | 2,431.00 |

| Date | Disbursement Description | Amount |
|----------|--------------------------|---------|
| 10-31-03 | Postage | 4.94 |
| | | ----- |
| | Total Disbursements | \$ 4.94 |

220 South Sixth Street, Suite 1800
Minneapolis, Minnesota 55402-4503

Henson & Efron
PROFESSIONAL ASSOCIATION

Telephone (612) 339-2500
Facsimile (612) 339-6364

Federal I.D. Number 41-1283034

NICKELSON PLASTICS
ATTN JOHN MATHIESEN
PO BOX 459
100 INDUSTRIAL DRIVE
OSCEOLA, WI 54020

November 11, 2003

Re: CHAPTER 11
BANKRUPTCY/POST-PETITION
INVOICE # 125636
I.D. N344-39006 - WIK

For Services Rendered Through October 31, 2003

| | | |
|-----------------------|----|-------------|
| Previous Balance | \$ | 30,420.95 |
| Net Payments | | <15,647.85> |
| Balance Forward | | 14,773.10 |
| Current Fees | | 2,431.00 |
| Current Disbursements | | 4.94 |
| TOTAL DUE | \$ | 17,209.04 |

| Timekeeper | Hours | Rate | | Amount |
|----------------------|-------|--------|----|----------|
| WILLIAM I KAMPF | 1.2 | 300.00 | \$ | 360.00 |
| MARY L COX | 4.6 | 220.33 | \$ | 1,013.50 |
| RICHARD E SHINOFIELD | 4.7 | 225.00 | \$ | 1,057.50 |

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PROFESSIONAL ASSOCIATION

December 15, 2003

NICKELSON PLASTICS
Re: CHAPTER 11 BANKRUPTCY/POST-PETITION
I.D. N344-39006- WIK
Invoice # 126334

Page 2

| Date | Description of Services | Atty | Hours | Amount |
|------------------------------|---|------|-------|--------|
| General Case Administration: | | | | |
| 11-03-03 | Review Lakeside stipulation. Analysis of payment due. Correspondence to client re same. | MLC | 1.0 | 220.00 |
| 11-10-03 | Review JB Lakeside revisions chart. | RES | 0.6 | 135.00 |
| 11-11-03 | Continue review of JB revision chart and Lakeside draft revisions. | RES | 0.8 | 180.00 |
| 11-12-03 | Follow up re Bremer agreement. | MLC | 0.1 | 22.00 |
| 11-13-03 | Revise Lakeside draft; draft correspondence to Lakeside attorney. | RES | 4.3 | 967.50 |
| 11-14-03 | Proof and revise Lakeside revisions; correspondence to Lakeside attorney. | RES | 2.6 | 585.00 |
| 11-18-03 | Attempt to reach lakeside attorney. | RES | 0.2 | 45.00 |
| 11-19-03 | Telephone conference with Russ Reff; conference with Jill A. Brown re revisions. | RES | 0.2 | 45.00 |
| 11-24-03 | Emails and prior agreement review re lack of response from Lakeside to new contract draft. | RES | 0.6 | 135.00 |
| 11-25-03 | Telephone conference with client re Debt Acquisition letter. | MLC | 0.2 | 44.00 |

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PROFESSIONAL ASSOCIATION

December 15, 2003

NICKELSON PLASTICS
Re: CHAPTER 11 BANKRUPTCY/POST-PETITION
I.D. N344-39006- WIK
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Page 3

| Date | Description of Services | Atty | Hours | Amount |
|----------|---|------|-------|----------|
| 11-26-03 | Telephone conference with client re debt acquisition letter. Analysis of issue. Correspondence to client re same. Arrange for letter to US Trustee re same. Analysis issue re patent in name of employee. | MLC | 0.5 | 110.00 |
| 11-27-03 | Analysis of tasks for confirmation and to complete administration of estate. | MLC | 0.5 | 110.00 |
| | Subtotal | | 11.6 | 2,598.50 |
| | Cash Collateral and Financing: | | | |
| 11-18-03 | Follow up re Itasca exit facility and extension. | MLC | 0.3 | 66.00 |
| 11-21-03 | Review financing agreement re terms. Analyze issues re need for court approval of extension. Begin drafting stip for extension. Revise exhibits needed for motion. Begin drafting motion. Telephone conference with attorney for Itasca re consent to no order. | MLC | 2.1 | 462.00 |
| | Subtotal | | 2.4 | 528.00 |

Executory Contracts; Unexpired Leases, U:

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December 15, 2003

NICKELSON PLASTICS
Re: CHAPTER 11 BANKRUPTCY/POST-PETITION
I.D. N344-39006- WIK
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Page 4

| Date | Description of Services | Atty | Hours | Amount |
|----------|--|------|-------|----------|
| 11-06-03 | Telephone conference with client re Carlton. Receive voice mail from client re Carlton. Email to Carlton attorney. | MLC | 0.9 | 198.00 |
| 11-06-03 | Communication with attorney for Bremer re stipulation. | MLC | 0.1 | 22.00 |
| 11-09-03 | Compared debtor's supply contract with Lakeside and Lakeside's version of the same contract. Draft memo. | JAB | 5.5 | 605.00 |
| 11-14-03 | Contract review re Lakeside. | JAB | 0.3 | 33.00 |
| 11-19-03 | Contract review re Lakeside. | JAB | 0.6 | 66.00 |
| 11-26-03 | Review intellectual property issues; telephone conference with John. | WIK | 0.7 | 210.00 |
| | Subtotal | | 8.1 | 1,134.00 |

Creditor Calls; Negotiations, Claim Obje:

| | | | | |
|----------|--|-----|-----|--------|
| 11-03-03 | Communication and follow-up re Carlton claim. Analysis issue re Carlton claim. Correspondence to client re same. | MLC | 1.0 | 220.00 |
| 11-04-03 | Telephone conference with client re Carlton claim. | MLC | 0.4 | 88.00 |
| 11-06-03 | Telephone conference with J. Lawver re Carlton. | WIK | 0.5 | 150.00 |
| 11-12-03 | Telephone conference with client re and email to | | | |

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December 15, 2003

NICKELSON PLASTICS
Re: CHAPTER 11 BANKRUPTCY/POST-PETITION
I.D. N344-39006- WIK
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Page 5

| Date | Description of Services | Atty | Hours | Amount |
|----------|--|------|-------|----------|
| | attorney for Ratner re claim. | MLC | 0.2 | 44.00 |
| 11-17-03 | Work re claims. Review claims register. Information to client re claim objections. Review proof of claim of Polk County. Analysis of claims of additional employees with claims. | MLC | 1.0 | 220.00 |
| 11-19-03 | Correspondence to client re Ratner claim. Email to Attorney for Ratner. | MLC | 0.3 | 66.00 |
| 11-20-03 | Follow up re Ratner claim. Send information to client. | MLC | 0.5 | 110.00 |
| 11-24-03 | Telephone call with Polk County. Email to client. Telephone conference with client. Multiple communications re same. | MLC | 0.4 | 88.00 |
| 11-25-03 | Follow up re Ratner claim. | MLC | 0.1 | 22.00 |
| | Subtotal | | 4.4 | 1,008.00 |
| | Plan and Disclosure Statement: | | | |
| 11-04-03 | Work on plan issues. | MLC | 1.5 | 330.00 |
| 11-05-03 | Correspondence to client re claim of Carlton. Preliminary review of objections to disclosure by trustee. | MLC | 0.2 | 44.00 |

Henson & Efron

PROFESSIONAL ASSOCIATION

December 15, 2003

NICKELSON PLASTICS

Re: CHAPTER 11 BANKRUPTCY/POST-PETITION

I.D. N344-39006- WIK

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| Date | Description of Services | Atty | Hours | Amount |
|----------|---|------|-------|--------|
| 11-05-03 | Correspondence to attorney for Bremer re stipulation. | MLC | 0.1 | 22.00 |
| 11-06-03 | Review trade creditor issues. | WIK | 0.5 | 150.00 |
| 11-06-03 | Telephone conference with client re US Trustee objections. Review committee objections. Second telephone conference with client re US Trustee objections and re committee objections. Correspondence to client re amended disclosure. | MLC | 1.5 | 330.00 |
| 11-07-03 | Telephone conference with client re amended disclosure. Telephone conference with attorney for US Trustee re amendments to disclosure statement. | MLC | 0.7 | 154.00 |
| 11-08-03 | Correspondence to Lawver re plan treatment of Carlton claims. Work with exhibits to plan. | MLC | 1.0 | 220.00 |
| 11-09-03 | Review revised spreadsheets from client. Communicate with client re revisions needed. Review list of class 2 vendors. Communicate with attorney for Bremer re claim. Make | | | |

Henson & Efron

PROFESSIONAL ASSOCIATION

December 15, 2003

NICKELSON PLASTICS

Re: CHAPTER 11 BANKRUPTCY/POST-PETITION

I.D. N344-39006- WIK

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Page 7

| Date | Description of Services | Atty | Hours | Amount |
|----------|--|------|-------|----------|
| | revisions to disclosure statement and plan for US Trustee objections. Review committee objections. Review Osceola lease. Review Citicorp lease. Analysis of claims from rejection. Revise disclosure statement for committee objections. Multiple communications with client re revisions. Communication with attorneys for US Trustee and Committee re revised docs. | MLC | 9.5 | 2,090.00 |
| 11-10-03 | Review various issues. | WIK | 0.6 | 180.00 |
| 11-10-03 | Telephone conference with attorney for US Trustee re revision. Telephone conference with attorney for committee re revisions. Review email from attorney for US Trustee. Telephone conference with attorney for committee. Attend hearing. Conference with attorney for Ratner re plan issue. Analysis of issue. Telephone conference with client re same. Place voicemail to Mathiesen. | | | |

Henson & Efron

PROFESSIONAL ASSOCIATION

December 15, 2003

NICKELSON PLASTICS
Re: CHAPTER 11 BANKRUPTCY/POST-PETITION
I.D. N344-39006- WIK
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Page 8

| Date | Description of Services | Atty | Hours | Amount |
|----------|--|------|-------|----------|
| | Revise disclosure statement for Bremer. Telephone conference with client re Bremer terms. Correspondence to client re commencement of payment term for Bremer. Correspondence to attorney for Bremer re revisions. Communicate with attorney for Ratner re possible revision. Begin revision for Carlton. Review mailing list. Analysis of issues. | MLC | 5.5 | 1,210.00 |
| 11-11-03 | Finish revising for Carlton treatment (three classes) and correspondence to attorney for Carlton. Correspondence to attorney for Carlton re acceptance of plan language. Analysis of issues re invoice plus percentage option. Telephone conference with attorney for Ratner re same. Correspondence to client re same. Telephone conference with attorney for committee re revisions. Review proposed mailing list. | MLC | 2.8 | 616.00 |
| 11-12-03 | Correspondence to attorney | | | |

Henson & Efron

PROFESSIONAL ASSOCIATION

December 15, 2003

NICKELSON PLASTICS

Re: CHAPTER 11 BANKRUPTCY/POST-PETITION

I.D. N344-39006- WIK

Invoice # 126334

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| Date | Description of Services | Atty | Hours | Amount |
|----------|---|------|-------|----------|
| | for committee re revisions contemplated. Revise plan and disclosure statement for changes requested by Ranter and Committee re invoice plus option. Revise plan and disclosure statement re claim filing deadlines. Revise disclosure statement re Exhibit D. Revise plan and disclosure statement for changes re post-confirmation claims, jurisdiction and standing. Telephone conference with client re same and re new signature pages. Telephone conference with Committee counsel re changes. Draft ballot. Follow up re filing. Email with attorney for Ratner re filing. Follow up re entry of order. Follow up re clerk approval on plan packet. | MLC | 8.0 | 1,760.00 |
| 11-13-03 | Telephone conference with Court re approval of plan packet. Correspondence to Court sending proposed packet. Follow up re Ratner treatment | MLC | 0.8 | 176.00 |

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PROFESSIONAL ASSOCIATION

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Re: CHAPTER 11 BANKRUPTCY/POST-PETITION

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| Date | Description of Services | Atty | Hours | Amount |
|----------|--|------|-------|--------|
| 11-14-03 | Followup re plan packet mailing. | MLC | 0.2 | 44.00 |
| 11-14-03 | Review Plan issues. | WIK | 0.8 | 240.00 |
| 11-17-03 | Review Plan issues; telephone conference with John. | WIK | 0.6 | 180.00 |
| 11-17-03 | Follow up with attorney for Bremer re plan treatment and treatment in stipulation. Follow up re mailing of plan packets. Follow up re proof of service re plan packets. Work re balloting report and detail. | MLC | 1.0 | 220.00 |
| 11-19-03 | Review proposed ballot reporting form. Analyze changes needed. Correspondence to client re ballots on web site. | MLC | 1.0 | 220.00 |
| 11-21-03 | Review revised draft of ballot report. Analyze items to report. Work on revised setup. | MLC | 0.5 | 110.00 |
| 11-22-03 | Follow up re Lakeside agreement. | MLC | 0.1 | 22.00 |
| 11-24-03 | Work on ballot report. Work (follow up) re Lakeside supply agreement. | MLC | 0.6 | 132.00 |
| 11-26-03 | Telephone conference with J. Thomas; review Itasca plan treatment; telephone | | | |

Henson & Efron
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December 15, 2003

NICKELSON PLASTICS
Re: CHAPTER 11 BANKRUPTCY/POST-PETITION
I.D. N344-39006- WIK
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Page 11

| Date | Description of Services | Atty | Hours | Amount |
|----------|--|------|-------|-----------|
| | conference with John. | WIK | 0.9 | 270.00 |
| 11-26-03 | Receive and forward to client exit facility documents. | MLC | 0.1 | 22.00 |
| | Subtotal | | 38.5 | 8,742.00 |
| | | | ----- | |
| | Total Fees | \$ | | 14,010.50 |

| Date | Disbursement Description | Amount |
|----------|--|-------------|
| 11-14-03 | Miscellaneous Expense; Postage for large mailing; U.S. Postmaster | 1,123.85 |
| | Photocopies (Client) | 58.60 |
| | | ----- |
| | Total Disbursements | \$ 1,182.45 |

220 South Sixth Street, Suite 1800
Minneapolis, Minnesota 55402-4503

Henson & Efron
PROFESSIONAL ASSOCIATION

Telephone (612) 339-2500
Facsimile (612) 339-6364

Federal I.D. Number 41-1283034

December 15, 2003

NICKELSON PLASTICS
ATTN JOHN MATHIESEN
PO BOX 459
100 INDUSTRIAL DRIVE
OSCEOLA, WI 54020

Re: CHAPTER 11
BANKRUPTCY/POST-PETITION
INVOICE # 126334
I.D. N344-39006 - WIK

For Services Rendered Through November 30, 2003

| | | | |
|-----------------------|-------------|----|-----------|
| Previous Balance | | \$ | 17,209.04 |
| Current Fees | 14,010.50 | | |
| Current Disbursements | 1,182.45 | | |
| TOTAL DUE | | \$ | 32,401.99 |
| Trust Account Balance | \$ 7,264.50 | | |

| Timekeeper | Hours | Rate | | Amount |
|----------------------|-------|--------|----|----------|
| WLLIAM I KAMPF | 4.6 | 300.00 | \$ | 1,380.00 |
| MARY L COX | 44.7 | 220.00 | \$ | 9,834.00 |
| RICHARD E SHINOFIELD | 9.3 | 225.00 | \$ | 2,092.50 |
| JILL A BROWN | 6.4 | 110.00 | \$ | 704.00 |

Henson & Efron
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January 9, 2004

NICKELSON PLASTICS
Re: CHAPTER 11 BANKRUPTCY/POST-PETITION
I.D. N344-39006- WIK
Invoice # 126514

Page 2

| Date | Description of Services | Atty | Hours | Amount |
|---|--|------|-------|--------|
| General Case Administration: | | | | |
| 12-01-03 | Message from Lakeside attorney. | RES | 0.1 | 22.50 |
| 12-05-03 | Correspondence with client re Itasca exit facility. | MLC | 0.3 | 66.00 |
| 12-08-03 | telephone conference with client re Lakeside; voice and e-mail messages to and from client re Lakeside | RES | 0.3 | 67.50 |
| 12-09-03 | Research re employment issues. | MLC | 0.3 | 66.00 |
| 12-16-03 | Arrange for correspondence to other professional of debtor re fee applications. | MLC | 0.2 | 44.00 |
| Subtotal | | | 1.2 | 266.00 |
| Applications to Employ and Fee Applicati: | | | | |
| 12-16-03 | Arrange for preparation of fee application. | MLC | 0.2 | 44.00 |
| Subtotal | | | 0.2 | 44.00 |
| Creditor Calls; Negotiations, Claim Obje: | | | | |
| 12-01-03 | Multiple telephone calls/e-mails with client re Ratner claim. | MLC | 0.3 | 66.00 |
| 12-01-03 | Conference with L. Ricke re Ratner claim. | WIK | 0.7 | 210.00 |
| 12-04-03 | Analysis issues re claim of | | | |

Henson & Efron
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NICKELSON PLASTICS
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Page 3

| Date | Description of Services | Atty | Hours | Amount |
|----------|--|------|-------|--------|
| 12-08-03 | Ratner. Correspondence with client re same. | MLC | 0.2 | 44.00 |
| 12-11-03 | Correspondence with client re claims and objections and procedure. | MLC | 0.2 | 44.00 |
| 12-15-03 | Correspondence with client re Debt Acquisition assignments of claims. | MLC | 0.2 | 44.00 |
| 12-16-03 | Correspondence with client re claims. | MLC | 0.5 | 110.00 |
| | Analysis of issues re claim objections. Arrange for preparation of claim objection. Correspondence with client re letters to claim holders re objection to claims. | MLC | 0.8 | 176.00 |
| | Subtotal | | 2.9 | 694.00 |
| | Plan and Disclosure Statement: | | | |
| 12-01-03 | Revise ballot form. Revise text on report. | MLC | 0.8 | 176.00 |
| 12-02-03 | Review proposed form for ballot report. | MLC | 0.5 | 110.00 |
| 12-04-03 | Receive exit facility documents from atty for Itasca. | MLC | 0.2 | 44.00 |
| 12-05-03 | Telephone call with Polk County re claim and re ballot. | MLC | 0.2 | 44.00 |

Henson & Efron

PROFESSIONAL ASSOCIATION

January 9, 2004

NICKELSON PLASTICS

Re: CHAPTER 11 BANKRUPTCY/POST-PETITION

I.D. N344-39006- WIK

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Page 4

| Date | Description of Services | Atty | Hours | Amount |
|----------|---|------|-------|--------|
| 12-06-03 | Begin draft of motion to modify | MLC | 2.5 | 550.00 |
| 12-08-03 | Follow up re ballot reporting form. Review classes. Review ballots of those voted. Correspondence with Lawver re ballots needed. Follow up re Lakeside agreement. Correspondence with atty for Itasca re exit facility documents for motion to modify plan. Draft third modified plan. Telephone call with Court re motion. Correspondence with client re sending documents and obtaining signatures. Revise motion to modify. Telephone call with atty for Itasca. Arrange for service and filing. correspondence with client re ballot of shareholder. Correspondence with client re other ballots. Telephone call with U.S. Trustee re balloting and plan provisions. Work re ballot report. | MLC | 4.5 | 990.00 |
| 12-09-03 | Correspondence with client | | | |

Henson & Efron
PROFESSIONAL ASSOCIATION

January 9, 2004

NICKELSON PLASTICS

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Page 5

| Date | Description of Services | Atty | Hours | Amount |
|----------|--|------|-------|--------|
| | re ballots of Kelsan and Felhaber. Correspondence with atty for M&I. Follow up re production of ballot report. Correspondence with client re ballots of employees. Final review and arrange for filing of modified plan and motion re same. | MLC | 2.4 | 528.00 |
| 12-10-03 | work on ballot report. Review preliminary ballot report. Communications with client re classes of those casting ballots. Telephone call with atty for Ratner re ballot. E-mail to atty for Committee and U.S. Trustee re ballot report. Correspondence with atty for M&I. Telephone call with client re status of balloting. E-mail to atty for Lakeside re ballot. Correspondence with client re ballots. Follow up with atty for Committee. Follow up with U.S. Trustee re status of position re plan. | | | |
| 12-11-03 | Multiple telephone calls with creditors re ballots. | MLC | 4.0 | 880.00 |

Henson & Efron
PROFESSIONAL ASSOCIATION

January 9, 2004

NICKELSON PLASTICS

Re: CHAPTER 11 BANKRUPTCY/POST-PETITION

I.D. N344-39006- WIK

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Page 6

| Date | Description of Services | Atty | Hours | Amount |
|----------|--|------|-------|--------|
| | Telephone call with Court re ballots. Multiple telephone calls with client re ballots. Review all ballots. Review and revise ballot report. Place telephone call to atty for Committee. Telephone call with atty for Committee. Review plan assumptions re feasibility | MLC | 3.5 | 770.00 |
| 12-12-03 | Review confirmation issues. | WIK | 1.0 | 300.00 |
| 12-12-03 | Review and revise ballot report. Telephone call with Court re ballots. Correspondence with client re ballots. Start court ballot report. Conference with atty for committee re ballot report and issues. | MLC | 3.0 | 660.00 |
| 12-15-03 | Preparation for Confirmation Hearing. | WIK | 1.5 | 450.00 |
| 12-15-03 | Review final draft of ballot report. Arrange for filing of ballot report. Forward ballot report to client for review. Telephone call with client re status of plan. Arrange for draft of confirmation order. | MLC | 2.5 | 550.00 |
| 12-16-03 | Court and preparation re | | | |

Henson & Efron

PROFESSIONAL ASSOCIATION

January 9, 2004

NICKELSON PLASTICS
Re: CHAPTER 11 BANKRUPTCY/POST-PETITION
I.D. N344-39006- WIK
Invoice # 126514

Page 7

| Date | Description of Services | Atty | Hours | Amount |
|----------|---|------|-------|----------|
| | Confirmation. | WIK | 1.5 | 450.00 |
| 12-16-03 | Prepare for hearing. Draft proposed order confirming plan and setting claim filing deadlines. Correspondence with U.S> Trustee re proposed order. Correspondence with Court re proposed order. Review issues re nonvoting classes. Review contract of equipment lender. Review testimony for confirmation hearing. Attend confirmation hearing. Arrange for post confirmation report. Answer question re post confirmation report. Arrange for service of confirmation order on equity holders. | MLC | 4.5 | 990.00 |
| | Subtotal | | 32.6 | 7,492.00 |
| | | | ----- | |
| | Total Fees | \$ | | 8,496.00 |

| Date | Disbursement Description | Amount |
|----------|--------------------------|--------|
| 12-03-03 | Postage; NOV '03 | 271.90 |

Henson & Efron

PROFESSIONAL ASSOCIATION

January 9, 2004

NICKELSON PLASTICS
Re: CHAPTER 11 BANKRUPTCY/POST-PETITION
I.D. N344-39006- WIK
Invoice # 126514

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| Date | Disbursement Description | Amount |
|----------|---|-----------|
| 12-05-03 | Miscellaneous Expense; 11/14 copies made to mail out the plan packet; Lighthouse Legal Copy Service | 593.21 |
| 12-30-03 | Postage | 5.92 |
| | Fax Charges | 0.76 |
| | Long Distance Telephone Expense | 2.45 |
| | | ----- |
| | Total Disbursements | \$ 874.24 |

220 South Sixth Street, Suite 1800
Minneapolis, Minnesota 55402-4503

Henson & Efron
PROFESSIONAL ASSOCIATION

Telephone (612) 339-2500
Facsimile (612) 339-6364

Federal I.D. Number 41-1283034

January 9, 2004

NICKELSON PLASTICS
ATTN JOHN MATHIESEN
100 INDUSTRIAL DRIVE
OSCEOLA, WI 54020

Re: CHAPTER 11
BANKRUPTCY/POST-PETITION
INVOICE # 126514
I.D. N344-39006 - WIK

For Services Rendered Through December 31, 2003

| | | | |
|-----------------------|-------------|----|-----------|
| Previous Balance | | \$ | 32,401.99 |
| Current Fees | 8,496.00 | | |
| Current Disbursements | 874.24 | | |
| TOTAL DUE | | \$ | 41,772.23 |
| Trust Account Balance | \$ 7,264.50 | | |

| Timekeeper | Hours | Rate | | Amount |
|----------------------|-------|--------|----|----------|
| WLLIAM I KAMPF | 4.7 | 300.00 | \$ | 1,410.00 |
| MARY L COX | 31.8 | 220.00 | \$ | 6,996.00 |
| RICHARD E SHINOFIELD | 0.4 | 225.00 | \$ | 90.00 |

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

BKY 03-44930

Nickelson Plastics, Inc.,

Debtor.

PROOF OF SERVICE

The undersigned states that she is an employee of Henson & Efron, P.A., and in the course of said employment, on the date indicated below, she served the following:

Notice of Hearing and Application for Allowance of Fees and Expenses for Attorney for Debtor; Proposed Order Allowing Fees; and Proof of Service

on the entities named below and/or on the attached service by enclosing true and correct copies of same in an envelope, properly addressed and postage prepaid, and depositing same in the United States mail, unless otherwise noted; and that she certifies the foregoing under penalty of perjury.

Parties listed on attached

Dated: January 13, 2004

/e/ Tawney Lesto

United States Trustee
300 South Fourth Street
1015 U.S. Courthouse
Minneapolis, MN 55415

U.S. Attorney
300 South Fourth Street #600
Minneapolis, MN 55415

MN Dept of Revenue
Bankruptcy Section
PO Box 64447
St. Paul MN 55164-0447

Internal Revenue Service
Stop 5700
316 North Robert Street
St. Paul, MN 55101

District Counsel of IRS
175 East Fifth Street #650
St. Paul, MN 55101

Securities and Exchange Co.
Midwest Regional Office
175 West Jackson Blvd, Suite 900
Chicago, IL 60604

Lakeside Plastics
Attn: Bill Tuttill
450 West 33rd Avenue/Box 2384
Oshkosh, WI 54903

Itasca Business Credit, Inc.
Attn: Beth Bailey
1660 South Hwy 100, Ste 146
St. Louis Park, MN 55416

John Thomas, Esq.
Attorney for Itasca Business Credit
50 South 6th Street, Ste 1500
Minneapolis, MN 55402

Larry Ricke, Esq.
Attorney for Ratner Steel
150 South Fifth Street, Ste 2300
Minneapolis, MN 55402

Paul Swanson, Esq.
Attorney for Lakeside Plastics
107 Church Avenue/PO Box 617
Oshkosh, WI 54903-0617

Ratner Steel
c/o Steven Gottlieb
2500 County Rd B
Roseville, MN 55113

Wells Fargo Equipment Finance
Attn: Rolf Erickson
733 Marquette Ave, Suite 700
Minneapolis, MN 55402

Bremer Business Finance Corp.
Attn: Jennifer Senecal
445 Minnesota Street, Ste 2000
St. Paul, MN 55101

Carlton Financial
Attn: Greg Christianson
7831 Glenroy Road, Ste 102
Edina, MN 55439

Riverbank
Attn: Doug Wynan
304 Cascade Street
Osceola, MN 54020

Ann Raid
Senior Planner/WCWRPC
800 Wisconsin St, Mail Box 9
Eau Claire, WI 54703

Polk County
100 Polk County Plaza, Ste 110
Balsam Lake, WI 54810

Gregory Simpson, Esq.
Siegel, Brill, et al.
100 Washington Ave S, Ste 1300
Minneapolis, MN 55401

Pete Stein
Stein & Moore, P.A.
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St. Paul, MN 55101

Eric D. Cook
Leonard, O'Brien, et al.
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St. Paul, MN 55101

Joseph W. Lawver
Messerli & Kramer, P.A.
150 South Fifth St, Ste 1800
Minneapolis, MN 55402-4218

Michael McGrath, Esq.
Ravich, Meyer, et al.
80 South 8th Street, Ste 4545
Minneapolis, MN 55402

Bankruptcy Administration
IOS Capital, Inc.
1738 Bass Road, Box 13708
Macon, GA 31208-3708

Wells Fargo Equipment Finance
c/o Gregory Erickson, Esq.
33 South Seventh St, Ste 2000
Minneapolis, MN 55402

Nickelson Plastics
Attn: John Mathieson/Marlyns Dunne
100 Industrial Drive, Box 459
Osceola, WI 54020

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Nickelson Plastics, Inc.,
Debtor.

BKY 03-44930

Chapter 11 Case

ORDER ALLOWING FEES

This case came before the Court on the Application for Interim Allowance of Fees and Expenses, filed by Henson & Efron, P.A., counsel for the Debtor. Appearances, if any, were noted on the record. Based on the application and the file, record and proceedings herein,

IT IS ORDERED:

1. Henson & Efron, P.A. is allowed compensation in the amount of \$100,977.00 and reimbursement of costs in the amount of \$4,550.17, for a total allowed amount of \$105,527.17.
2. Henson & Efron, P.A. is authorized to apply any funds it is holding in its retainer in payment of the allowed fees and costs.
3. The Debtor is authorized and directed to disburse to Henson & Efron, P.A., after application of the retainer as provided for in Term 2 above and after taking into account prior payments by the Debtor, funds in the amount of the balance remaining of the fees and expenses allowed Henson & Efron, P.A. hereunder.

BY THE COURT:

Dated: _____

Nancy C. Dreher
U.S. Bankruptcy Judge